Dollex Agrotech Ltd.

DOLLEX AGROTECH LIMITED

Reg. Office: 205, Naroli Arcade, 19/1, Manorama Ganj, Palasia Square, Indore-452001 (M.P.)
Factory: Village Erai, Tehsil Badoni Khurd, Dist. Datia-475686 (M.P.)
CIN - L15311MP2013PLC030914, GSTIN - 23AAECD6750B1Z4

03rd August, 2026

To,

National Stock Exchange of India Ltd. **Exchange Plaza,** **Plot no. C-1, G Block ,** **Bandra Kurla ComplexBandra (E)** **Mumbai- 400051**	**Symbol:- DOLLEX** **ISIN:-INE0JHH01011**

<u>Sub: Notice of the Thirteenth Annual General Meeting (13th AGM) of Dollex Agrotech Limited for the Financial Year 2025-26.</u>

Dear Sir/Madam,

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the Notice convening the **13th AGM** of shareholders for the financial year **2025-2026** which has been circulated to the shareholders through electronic mode.

The **13th AGM** will be held on **Thursday, 27th August, 2026**, at **03.00 P.M.** (IST) through video conference and other audio-visual means (OAVC).

Further, the aforesaid Notice of AGM has also been uploaded on the website of the Company at https://www.dollex.in/

We request you to take the same on your records.

Thanking You,

Yours faithfully,
For Dollex Agrotech Limited

Siddhi Banthiya
Digitally signed by Siddhi Banthiya
Date: 2026.08.03 16:39:10 +05'30'

Siddhi Banthiya
Company Secretary & Compliance Officer

Enclosed:
Notice of AGM - 2025-2026

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirteenth **Annual General Meeting** ("AGM") of the Members of **Dollex Agrotech Limited** will be held on **Thursday, August 27, 2026**, at **03.00 P.M.** (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026 together with the reports of the Board of Directors and Auditors thereon.

"**RESOLVED THAT,** the Audited Standalone Financial Statements of the Company comprising of the Balance Sheet as at 31 March 2026, Statement of Profit and Loss, Cash Flow Statement and Statement of change in equity for the year ended on that date along with schedules and notes thereon and the Board's Report and Auditors' Report thereon, as circulated to the members with the Notice of Annual General Meeting and submitted to this meeting, be and are hereby received, considered and adopted."

2. Re- appointment of Mrs. Munni Khan (DIN : 00027334), who retires by rotation, and being eligible, offers herself for re-appointment

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

"**RESOLVED THAT**, pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, **Mrs. Munni Khan** (DIN: 00027334), **Whole Time Director** of the Company, who retires by rotation at this 13th Annual General Meeting and recommended for re-appointment thereat by the Nomination and Remuneration Committee and the Board of Director, being eligible and willing to act, be and is hereby reappointed as a Whole Time Director of the Company, liable to retire by rotation."

3. To Ratify the Remuneration payable to Cost Auditors for the Financial Year 2026-27.

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to **M/s. M P Turakhia & Associates** , **Cost Accountants** (Firm Registration No. 000417), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027, amounting to ₹75,000 (Rupees Seventy Five Thousand only) plus applicable taxes, in addition to reimbursement of out-of-pocket expenses, be and is hereby ratified."

"**FURTHER RESOLVED THAT** the Board of Directors of the Company or the Company Secretary be and is/are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in connection with or incidental to giving effect to this Resolution.

4. To Consider and approve the Appointment of Mr. Narendra Gupta (DIN: 11741764) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof), **Mr. Narendra Gupta (DIN: 11741764)**,who was appointed as an Additional Director (Non-Executive – Independent) of the Company with effect from May 30, 2026 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from **May 30, 2026** up to **May 29, 2031**."

"FURTHER RESOLVED THAT the Board of Directors of the Company and/or the Company Secretary be and is/are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable in connection with or incidental to giving effect to this Resolution."

5. Re-Appointment of Mr. Mehmood Khan, (DIN: 00069224) as Managing Director of the Company for a Term 5 (five) Consecutive Years.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and relevant provisions of the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Mehmood Khan (DIN: 00069224) as a Managing Director for the period of Five Consecutive years from **1st April, 2027** to **31st March 2032** and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Mehmood Khan (DIN: 00069224) and the Company, subject to the same not exceeding the limits specified under the Companies Act, 2013."

"RESOLVED FURTHER 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, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company, the approval of the members be and is hereby accorded for the continuation of directorship beyond the age of 70 years and for the reappointment of Mr. Mehmood Khan (DIN: 00069224) as Managing Director of the Company."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of remuneration shall be governed by the limits prescribed under Section 197 of the Companies Act 2013 read with Part II of Schedule V to the Act as specifically approved by the Members of the Company."

"RESOLVED FURTHER THAT the Board of Directors / Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to issue a certified true copy of the aforesaid resolution wherever necessary."

6. To rescind/supersede the Ordinary Resolution passed by the Members through Postal Ballot dated 15th March, 2026

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be required, the consent of the Members of the Company be and is hereby accorded to rescind and supersede the Ordinary Resolution passed by the Members of the Company through Postal Ballot on **15th March, 2026**, approving the increase in the Authorised Share Capital of the Company from **₹40,00,00,000 (Rupees Forty Crores Only)** to **₹60,00,00,000 (Rupees Sixty Crores Only)** and the consequential alteration of Clause V of the Memorandum of Association."

"RESOLVED FURTHER THAT since the said Ordinary Resolution has not been implemented and the Company has not filed Form SH-7 with the Registrar of Companies pursuant thereto, the aforesaid Ordinary Resolution shall stand withdrawn and shall cease to have any further effect from the date of passing of this Resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution."

7. Increase in Authorized Share Capital of the Company and Consequential Alteration of Memorandum of Association of the Company:

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

"RESOLVED THAT, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing **Authorized Share Capital** of the Company from **40,00,00,000/- (Rupees Forty Crore)** divided into **4,00,00,000 (Four Crore Equity Shares) equity shares** of **10/- (Rupees Ten Only)** each to **Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only)** divided into **7,50,00,000 (Seven Crore Fifty Lakhs) Equity shares** of **10/- (Rupees Ten Only)** each ranking pari passu in all respect with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause V as under:

V. The Authorised Share Capital of the Company is 75,00,00,000/- (Indian Rupees Seventy Five crore) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of 10/- (Indian Rupees Ten only) each.

"RESOLVED FURTHER THAT, Any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit".

8. Approval for Waiver of Recovery of Excess sum refundable under Section 197 of Companies Act, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 197(10) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, approval of the members be and is hereby accorded, for waiver of recovery of the sum in excess of the limit prescribed by section 197 by **Mr. Mehmood Khan, Managing Director** of the Company and **Mrs. Munni Khan, Whole Time Director** of the Company who have received excess remuneration in the financial year ending **2024-25 and 2025-26."**

"RESOLVED FURTHER THAT any of the directors or Company Secretary, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

9. Approve the Remuneration Payable to Mr. Mehmood Khan (DIN: 00069224) Managing Director of the Company for the financial year 2026-27.

"RESOLVED THAT, in supersession of all the earlier resolutions passed for payment of remuneration and pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and such other approvals, permissions and sanctions of such authorities, as may be required in this regard and subject to the provisions of the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, consent of the Board of Directors be and is hereby accorded to approve the remuneration payable to **Mr. Mehmood Khan (DIN: 00069224),** Managing Director of the Company, for the Financial Year 2026-27, with effect from 1st April, 2026 to 31st March, 2027, subject to the approval of the Members of the Company, on the following terms and conditions:"

1. REMUNERATION:

Salary **Rs. 7,00,000/- (Seven Lakh) per month**. Salary will be subject to the deduction of Income tax at the applicable rates, under the Income Tax Act, 1961.

2. ALLOWANCES & PERQUISITES:

A) HOUSING:

(i) Expenditure incurred by the Company on hiring accommodation for the Managing Director will be subject to 60% of the salary.

(ii) If the Company does not provide accommodation to the Managing Director, house rent allowance will be paid by the Company to the Managing Director subject to the ceiling mentioned hereinabove.

(iii) If accommodation in the Company's owned house is provided, the Managing Director shall pay to the Company by way of rent i.e., 10% of the salary.

(iv) The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him will be valued as per Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.

B) MEDICAL ALLOWANCE:

Medical Allowance- equivalent to one month 's salary in a year.

C) LEAVE AND LEAVE TRAVEL ALLOWANCES:

Leave Travel Allowance- equivalent to one month 's salary in a year.

Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.

D) CLUB FEES:

He shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee.

E) PERSONAL ACCIDENT INSURANCE:

The Company shall pay an annual premium of a sum not exceeding Rs. 1,00,000/- towards personal accident insurance policy.

F) CONVEYANCE & COMMUNICATION FACILTIES:

The Company shall provide Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse Car/taxi expenses on actual basis.

The Company shall provide telephone/cell phone and internet facility at the residence of the Managing Director.

3. LIMITS ON REMUNERATION:

The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

4. MINIMUM REMUNERATION:

In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Mehmood Khan shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

5. SITTING FEES:

He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company.

6. OTHER EXEMPTED BENEFITS:

In addition to the above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

a) Payment of gratuity as per the rules of the Company.

b) Contribution to PF and Superannuation funds as per rules of the Company.

c) Leave encashment up to 15 days for every completed year in the employment, payable in each year as per rules of the Company.

d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

7. OTHER TERMS AND CONDITIONS:

The other terms and conditions are below:

(a) Mr. Mehmood Khan as Managing Director shall be entrusted with the management of the Company under the direction, superintendence and control of the Board of Directors of the Company.

(b) His tenure as Director will not be affected by the alterations in the terms and conditions of his appointment.

(c) Mr. Mehmood Khan is not liable to retire by rotation during his tenure as the Managing Director of the Company.

(d) Board of the Company is authorized to alter, modify or null all or any of the components of the remuneration with the written mutual consent of Mr. Mehmood Khan and subject to the applicable provisions of the Companies Act, 2013.

(e) There shall be clear relation of the Company with Mr. Mehmood Khan as "the Employer-Employee" and each party may terminate the above said appointment with six months' notice in writing or salary in lieu thereof.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution , or as may be otherwise considered by it to be in the best interest of the Company."

10. Approve the Remuneration Payable to Mrs. Munni Khan (DIN : 00027334) Whole Time Director of the Company for the financial year 2026-27.

RESOLVED THAT, in supersession of all the earlier resolutions passed for payment of remuneration and pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and such other approvals, permissions and sanctions of such authorities, as may be required in this regard and subject to the provisions of the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, consent of the Board of Directors be and is hereby accorded to approve the remuneration payable to **Mrs. Munni Khan (DIN: 00027334),** Whole Time Director of the Company, for the Financial Year 2026-27, with effect from 1st April, 2026 to 31st March, 2027, subject to the approval of the Members of the Company, on the following terms and conditions:"

1. REMUNERATION:

Salary Rs. 7,00,000 /- (Seven Lakh) per month. Salary will be subject to the deduction of Income tax at the applicable rates, under the Income Tax Act, 1961.

2.ALLOWANCES& PERQUISITES:

A) HOUSING:

(i) Expenditure incurred by the Company on hiring accommodation for the Whole Time Director will be subject to 60% of the salary.

(ii) If the Company does not provide accommodation to the Whole Time Director, house rent allowance will be paid by the Company to the Whole Time Director subject to the ceiling mentioned hereinabove.

(iii) If accommodation in the Company's owned house is provided, the Whole Time Director shall pay to the Company by way of rent i.e., 10% of the salary.

(iv) The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him will be valued as per Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.

B) MEDICAL ALLOWANCE:

Medical Allowance- equivalent to one month 's salary in a year.

C) LEAVE AND LEAVE TRAVEL ALLOWANCES:

Leave Travel Allowance- equivalent to one month 's salary in a year. Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.

D) CLUB FEES:

He shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee.

E) PERSONAL ACCIDENT INSURANCE:

The Company shall pay an annual premium of a sum not exceeding Rs. 1,00,000/- towards personal accident insurance policy.

F) CONVEYANCE & COMMUNICATION FACILTIES:

The Company shall provide Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse Car/taxi expenses on actual basis.

The Company shall provide telephone/cell phone and internet facility at the residence of the Whole time Director.

I. LIMITS ON REMUNERATION:

The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

II.MINIMUM REMUNERATION:

In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mrs. Munni Khan shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

III.SITTING FEES:

He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company.

IV.OTHER EXEMPTED BENEFITS:

In addition to the above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

a) Payment of gratuity as per the rules of the Company.

b) Contribution to PF and Superannuation funds as per rules of the Company.

c) Leave encashment up to 15 days for every completed year in the employment, payable in each year as per rules of the Company.

d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

V. OTHER TERMS AND CONDITIONS:

The other terms and conditions are below:

(a) Mrs. Munni Khan as Whole time Director shall be entrusted with the management of the Company under the direction, superintendence and control of the Board of Directors of the Company.

(b) His tenure as Director will not be affected by the alterations in the terms and conditions of his appointment.

(c) Mrs. Munni Khan is liable to retire by rotation during his tenure as the Whole time Director of the Company.

(d) Board of the Company is authorized to alter, modify or null all or any of the components of the remuneration with the written mutual consent of Mrs. Munni Khan and subject to the applicable provisions of the Companies Act, 2013.

(e) There shall be clear relation of the Company with Mrs. Munni Khan as "the Employer-Employee" and each party may terminate the above said appointment with six months' notice in writing or salary in lieu thereof.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution , or as may be otherwise considered by it to be in the best interest of the Company."

By Order of the Board of Directors
For **Dollex Agrotech Ltd**

Place : Indore
Dated:03.08.2026

Sd/-
Siddhi Banthiya
Company Secretary & Compliance Officer

Dollex Agrotech Ltd
CIN: L15311MP2013PLC030914
Registered office :
205, Naroli Arcade,
19/1, Manorama Ganj,
Palasia Square, Indore,
Madhya Pradesh-452001.
Website: www.dollex.in

NOTES

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.

Further, additional information with respect to **Item No**. **3**, **4, 5, 6 , 7 , 8, 9 & 10** also forms part of the explanatory statement as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and as per the provisions of Secretarial Standards-2 (SS-2) on General Meetings as issued by the Institute of Company Secretaries of India (ICSI).

2. Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025, has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the 13th AGM of the Company is being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) hereinafter referred to as "e-AGM". The Deemed Venue for AGM shall be registered office of the company, at **205, Naroli Arcade, 19/1, Manorama Ganj, Palasia Square, Indore, Madhya Pradesh- 452001**.

E-AGM: The Company has appointed Central Depository Services (India) Limited (CDSL), to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting.

3. Pursuant to the provisions of the circulars on the VC / OAVM (e-AGM):

a. Members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required.

b. Body Corporates are entitled to appoint authorized representatives to attend the e-AGM through VC/OAVM and participate there at and cast their votes through e-voting.

Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a scanned copy of the Certified True Copy of the Board Resolution /Authorisation or Power of Attorney along with the attested specimen signature(s) of the authorised representative(s) in PDF/ JPG Format, if any, authorising their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation or Power of Attorney (PDF/JPG Format), if any, shall be sent to the Company by email through its registered email address to cs@dollex.in with a copy marked to the Company at info@dollex.in .

4. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM is being held through VC/OAVM pursuant to applicable MCA Circulars, the facility for appointment of proxies by the Members will not be available.

5. In line with Ministry of Corporate Affairs General Circular No.03/2025 dated September 22, 2025, the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at www.dollex.in .The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com. The Notice and Annual Report is also available on the website of e-voting agency Central Depository Services Limited (CDSL) at the website address www.cdslindia.com

6. The Annual Report for the Financial year ended March 31, 2026 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's Report or other documents required to be attached therewith (together referred to as Annual Report).

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

8. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility for participation at the AGM through VC / OAVM will be made available to at least for 1000 members on a first-come, first-served basis

9. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the Meeting of the Company.

10. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st August 2026 to 27th August 2026, both days inclusive, for the purpose of AGM.

11. The requisite Statutory Registers such as Register of Directors and Key Managerial Personnel, the Register of contracts or arrangements in which the Directors are interested and relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 A.M. and 5.00 P.M. from the date hereof up to the date of the AGM.

12. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

Registrars & Share Transfer Agent

Skyline Financial Services Pvt Ltd

D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020

Email ID: compliances@skylinerta.com
Website: www.skylinerta.com

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective Depository Participants.

13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries at info@dollex.in at an early date so as to enable the Management to keep the information ready at the Meeting.

14. Members are requested to send their queries, if any, at least 7 days in advance of the meeting so that the information can be made available at the meeting.

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

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Monday, 24th August, 2026 at 09.00 A.M.** and ends on **Wednesday, 26th August, 2026 at 05.00 P.M**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, 20th August, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant **<M/s. Dollex Agrotech Limited** > on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@dollex.in & cs@dollex.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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

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

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **atleast 10 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board of Directors
For **Dollex Agrotech Ltd**

Place : Indore
Dated:03.08.2026

Sd/-
Siddhi Banthiya
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

As required under Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out the material facts relating to the Business(es) mentioned, in the accompanying Notice:

ITEM NO.:3

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment and remuneration of **M/s. M.P. Turakhia, Cost Accountants (Firm Regn. No.000417)** as the Cost Auditors to conduct the audit of the cost records of the Company relating to Sugar Products for the financial year ending **March 31, 2027** at a remuneration of **75,000/- p.a.** inclusive of applicable tax and out of pocket expenses which will be at actual basis.

In terms of the provisions of Section 148 of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31st, 2027.

None of the Directors, Key Managerial Personnel of the Company and their relatives, in any way, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the **ordinary resolution** for approval by the shareholders.

ITEM NO.:4

Pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide resolution dated **May 30, 2026**, appointed Mr. Narendra Gupta (DIN: 11741764) as an Additional Director in the capacity of Independent Director of the Company, for a term of 5 (five) consecutive years with effect from **May 30, 2026 to May 29, 2031**, subject to approval of the Members of the Company.

As per Regulation 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the Members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, by way of a Special Resolution.

In the opinion of the Board of Directors and the Nomination and Remuneration Committee, Mr. Narendra Gupta is a person of integrity and possesses relevant expertise and experience. The Board is of the view that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. In the opinion of the Board, the aforesaid Independent Director fulfils the conditions specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations and is independent of the management. The Independent Director has confirmed that his name is included in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Profile of Mr. Narendra Gupta

Mr. Narendra Gupta is a Post Graduate in Commerce from Devi Ahilya Vishwavidyalaya (DAVV), Indore, Madhya Pradesh (2009). He qualified as a Company Secretary in 2016 and completed his Law Graduation in 2017. He possesses extensive experience in the areas of finance, legal and secretarial compliances, internal audits, management consulting, and financial planning. He worked, as the Company Secretary and Compliance Officer of Dio Digital Implant India Private limited. With his strong professional expertise and sound independent judgment, he contributes significantly to the Company's corporate governance practices and strategic decision-making process.

The Company has received from Mr. Narendra Gupta : (i) consent in writing to act as a 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 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013; (iii) a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations; and (iv) Disclosure of interest in Form MBP-1 under Section 184.

The Resolution set out at Item No. 4 of the Notice is put forth for consideration by the Members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for the appointment of Mr. Narendra Gupta as an Independent Director of the Company.

He does not hold any equity shares in the Company and is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

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

ITEM NO.: 5

The Board of Directors of the Company had appointed Mr. Mehmood Khan (DIN: 00069224), as Managing Director of the Board of Directors for a Period of 5 Years with effect from April 01, 2022 till March 31, 2027, which was approved by the shareholders in the Extra Ordinary General Meeting held on **April 25, 2022**. Since the tenure of Mr. Mehmood Khan (DIN 00069224) as Managing Director will expire on 31st March, 2027. Mr. Mehmood Khan is proposed to be re-appointed as the Managing Director for a further period of 5 years.

Based on the evaluation of performance for the previous term and recommendation by the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on **August 03, 2026** re-appointed Mr. Mehmood Khan , as a Managing Director, subject to the approval of the shareholders, w.e.f **April 01st 2027 till March 31st , 2032** for a period of 5 years at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board subject to approval of Shareholders.

Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, approval of the shareholders for Re-appointment of a person on the Board of Directors is to be taken at the next general meeting or within a period of 3 months from the date of appointment whichever is earlier. Therefore, it is proposed to seek the member's approval for the Re-appointment of and remuneration payable to Mr. Mehmood Khan (DIN: 00069224) as Managing Director of the Company, in terms of the applicable provisions of the Act.

In the opinion of the Board of Directors, he fulfils the condition specified in the Act for such reappointment and his re-appointment is in the interest of the Company. Mr. Mehmood Khan will attain the age of 70 years on January 01, 2031 and in order to continue his directorship, a Special Resolution has to be passed. The Board proposes to retain him as Managing Director in light of his vast immense knowledge and enriched technical experience which he has been contribution immensely in the growth of the Company since its incorporation. The Board also considers that his continued association would be of immense benefit to the Company and recommends the special resolution for continuation of his directorship in the Company post **January 01, 2031** in order to comply with the provisions of Sections 196, 197, 198, and 203 read with schedule V and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company.

Accordingly, the Board recommends passing of the resolution at **Item No. 5** of the Notice as a Special Resolution. All other terms and conditions of his Re-appointment including perquisites and benefits etc shall remain same to the extent approved by the members of the company, Save and except Mrs. Munni Khan (Whole-time Director), Mr. Anis Khan (Chief Executive Officer), Mr. Nadeem Khan (Non-Executive Director) and Mr. Khusro Nisar (Promoter Group), who may be deemed to be interested in the resolution by virtue of their relationship/promoter association with Mr. Mehmood Khan.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The relatives of Mr. Mehmood Khan may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

A detailed profile of Mr. Mehmood Khan, Managing Director, is available in this Report. Copy of the terms and conditions for appointment of Mr. Mehmood Khan as an Managing Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during business hours on all working days.The Board recommends passing of the resolution at Item No. 5 of the Notice as a Special Resolution.

ITEM NO.:6

The Members of the Company had, through Postal Ballot conducted on **15th March, 2026,** approved a **Ordinary Resolution** for increasing the Authorised Share Capital of the Company from ₹40,00,00,000 (Rupees Forty Crores Only) to ₹60,00,00,000 (Rupees Sixty Crores Only) and for the consequential alteration of Clause V of the Memorandum of Association of the Company.

Subsequent to obtaining the approval of the Members, the Company did not give effect to the said Ordinary Resolution and Form SH-7, as prescribed under Section 64 of the Companies Act, 2013, was not filed with the Registrar of Companies. Consequently, the proposed increase in the Authorised Share Capital and the corresponding alteration of the Memorandum of Association have not become effective.

Considering the revised capital requirements of the Company and the proposed fund-raising plans, the Board of Directors, at its meeting held on **August 03,2026**, considered it appropriate to increase the Authorised Share Capital of the Company to **₹75,00,00,000 (Rupees Seventy Five Crores Only) instead of ₹60,00,00,000.(Rupees Sixty Crore Only)**

Accordingly, in order to avoid the existence of two separate shareholder approvals relating to the same subject matter and to ensure clarity in the Company's corporate records, the Board recommends that the earlier Ordinary Resolution approved through Postal Ballot on 15th March, 2026 be rescinded and superseded before obtaining the approval of the Members for the revised proposal.

The proposed rescission of the earlier Ordinary Resolution will not prejudice the interests of the Company or its shareholders, as the said resolution has not been implemented and no rights have accrued thereunder.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

ITEM NO.:7

The present Authorised Share Capital of the Company is ₹40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of ₹10/- each.

In view of the Company's proposed fund-raising plans, future business expansion, strategic initiatives and other corporate requirements, the existing Authorised Share Capital may not be adequate to facilitate the issuance of additional equity shares or other securities convertible into equity, as may be considered necessary from time to time.

Accordingly, the Board of Directors, at its meeting held on **August 03, 2026** approved, subject to the approval of the Members, the proposal to increase the Authorised Share Capital of the Company from **₹40,00,00,000 (Rupees Forty Crores Only) to ₹75,00,00,000 (Rupees Seventy Five Crores Only)** by creation of **3,50,00,000 (Three Crore Fifty Lakhs) additional Equity Shares of ₹10/- each**, ranking pari passu in all respects with the existing Equity Shares of the Company.

Pursuant to the provisions of **Sections 13, 61 and 64** of the Companies Act, 2013, the increase in the Authorised Share Capital of the Company requires approval of the Members by way of a Ordinary Resolution and also requires consequential alteration of Clause V of the Memorandum of Association of the Company.

A copy of the existing Memorandum of Association together with the proposed amended Clause V will be available for inspection by the Members during business hours on all working days up to the date of the General Meeting and shall also be available electronically for inspection by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of their respective shareholding, if any, in the Company.

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

ITEM NO.: 8

The provisions of Section 197 of the Companies Act, 2013, read with Schedule V and the rules made thereunder, prescribe the overall limits of managerial remuneration payable by a public company to its directors, including managing and whole-time directors. In certain cases, where the remuneration paid exceeds the prescribed limits, the same is required to be ratified/approved by the members of the Company.

During the financial year **2024–2025 & 2025-2026**, due to inadequacy of profits and other business exigencies, the remuneration paid to Mr. Mehmood Khan, Managing Director and Mrs. Munni Khan, Whole Time Director, exceeded the limits prescribed under Section 197 of the Companies Act, 2013.

As per the provisions of **Section 197(10) of the Companies Act, 2013**, if any director has received remuneration in excess of the prescribed limits, the company may, with the approval of the members, waive the recovery of such excess remuneration.

The Board of Directors of the Company, after due consideration, has recommended waiver of the recovery of the excess remuneration paid to the above-mentioned directors for the financial year 2024–2025 & 2025-26, subject to approval of the members by way of a special resolution.

The resolution seeks the approval of the members for waiver of recovery of the said excess remuneration, as set out in the accompanying notice.

Save and except Mr. Nadeem Khan (Non-Executive Director, being the son of Mr. Mehmood Khan and Mrs. Munni Khan) and Mr. Anis Khan (Chief Executive Officer, being the son of Mr. Mehmood Khan and Mrs. Munni Khan), Mr. Khusro Nisar , Promoter Group (being the son- in – Law of Mr. Mehmood Khan & Mrs. Munni Khan), None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.: 9 & 10

As per section 197 and other applicable provisions of the Act, the remuneration payable to any one
managing Director or whole time Director or manager shall not exceed 5% of the Net Profits of the
Company and if there is more than one such director remuneration shall not exceed 10% of net profits to all such directors and manager taken together.

However, the total managerial remuneration payable to the executive director(s) of the company taken together in any financial year shall not exceed limit of 10% of net profit and overall remuneration payable to all directors shall not exceed the limit 11% of net profit of the company as prescribed under Section 197 of the act read with rules made thereunder or other applicable provisions or statutory modifications thereof. The Nomination and Remuneration Committee and Board of Directors of the company at vide its resolutions dated **August 03, 2026**, has approved the payment of remuneration to Mr. Mehmood Khan & Mrs. Munni Khan , in excess of Prescribed limit under Section 197 and other applicable provisions of the act, subject to approval of the members ensuring the Annual General Meeting.

Accordingly, the Board recommends the resolution set forth in Item No. 9 & 10 relating to approve and increase in the limit of managerial remuneration payable to Mr. Mehmood Khan, Managing Director & Mrs. Munni Khan, Whole Time Director of the Company in excess of 10% Net Profits of the company, by way of Special Resolution, subject to approval of Members.

Save and except Mr. Mehmood Khan, Mrs. Munni Khan, Mr. Nadeem Khan, Non-Executive Director, (being the son of Mr. Mehmood Khan and Mrs. Munni Khan) and Mr. Anis Khan ,Chief Executive Officer, (being the son of Mr. Mehmood Khan and Mrs. Munni Khan), Khusro Nisar , Promoter Group (being the son –in – law of Mr. Mehmood Khan & Mrs. Munni Khan), none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.
The Board recommends the Special Resolution as set out in the Notice for approval of the members.

By Order of the Board of Directors
For **Dollex Agrotech Ltd**

Place : Indore
Dated: 03.08.2026

Sd/-
Siddhi Banthiya
Company Secretary & Compliance Officer

Dollex Agrotech Ltd
CIN: L15311MP2013PLC030914
Registered office :
205, Naroli Arcade,
19/1, Manorama Ganj,
Palasia Square, Indore,
Madhya Pradesh-452001.
Website: www.dollex.in

Annexure to the Notice
Details of Directors seeking Appointment/Re-Appointment
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India)

Sr. No.	Particulars	Name of the Director
		Mr. Narendra Gupta
1	DIN	11741764
2	Date of Birth & Age	January 01, 1986 & & 41 Years
3	Qualification	Bachelor of Law & Company Secretary
4	Experience & Expertise in specific functional areas	Experience in the areas of finance, legal and secretarial compliances, internal audits, management consulting, and financial planning
5	Brief Profile	Detailed profile is provided in the Explanatory Statement forming part of the Notice.
6	Relationship with Directors, Manager, Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnel of the Company.
7	Nature of Appointment (appointment / Re-appointment)	Appointment as an Independent Director
8	Terms & conditions of Appointment/ Reappointment	Appointed as Independent Director for a period of 5 years from May 30, 2026, to May 29, 2031, not liable to retire by rotation.
9	Remuneration sought to be paid and last drawn remuneration	Sitting fees, if any, as approved by the Board and Members from time to time; last drawn: Not applicable
10	Date of first Appointment on the Board	May 30,2026
11	Shareholding in the Company including shareholding as a Beneficial owner	Nil
12	The number of the meetings of the Board Attended During FY 2025-26	Not Applicable
13	Directorship Detail of the Board	Nil
14	Membership / Chairmanship of Committees of other Boards	Nil
15	Names of the Listed entities from which the person has resigned in the past three years	Not Applicable
16	Skills and capabilities required for the role and manner in which the proposed directors to meet requirements.	With his strong professional expertise and sound independent judgment towards Corporate Governance, Legal, Secretarial & finance.

Annexure to the Notice

Details of Directors seeking Appointment/ Re-Appointment

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India)

Sr. No.	Particulars	Name of the Director
		Mr. Mehmood Khan
1	DIN	00069224
2	Date of Birth & Age	January 01, 1961 & & 65 Years
3	Category	Promoter & Managing Director
4	Nationality	Indian
5	Date of First Appointment of the Board	01-04-2022
6	Qualification	Bachelor of Science
7	Brief Resume of the Director	Mr. Mehmood Khan is the Promoter and Managing Director of the Company. He possesses over 41 years of rich business experience across diversified industries, including the sugar and distillery sectors. He has been actively associated with the sugar, RS/ENA and ethanol business for over 26 years and has played a pivotal role in the Company's growth through his strategic leadership, business acumen and industry expertise.
8	Experience & Expertise in specific functional areas	Sugar Manufacturing, Ethanol & Distillery Operations, Business Strategy, Project Management and General Management
9	Board Membership of other Listed Companies as on March 31, 2026	Nil
10	List of other Companies in which Directorships are held	Nil
11	Listed Entities from which proposed director has resigned in the past three years	Nil
12	Number of Board meetings attended during last year and Chairperson / Member of the Committee of the Board of Directors of the Company	Number of Board Meetings attended - 8/9 Number of Meetings attended as Chairperson/Member of Committee of the Board: (i) Member of Audit Committee-3/5 (ii) Member of Stakeholder Relationship Committee-1/1
13	Number of Shares held in the Company	1,07,91,200 Equity Shares
14	Remuneration last drawn	Rs. 84,00,000 (Rupees Eighty four Lakhs) per Annum.
15	Details of remuneration sought to be paid	As recommended by the Nomination & Remuneration Committee, approved by the

		Board of Directors and subject to the approval of the Members of the Company.
16	Terms and Conditions for appointment and re-appointment	As set out in the appointment letter and in accordance with the terms approved by the Board and Members of the Company.
17	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	**Mrs. Munni Khan** – Whole-time Director (Spouse) **Mr. Anis Khan –** Chief Executive Officer (Son**)** **Mr. Nadeem Khan** – Non-Executive Director (Son) **Mr. Khusro Nisar –** Promoter Group (Son-in-law)
18	Justification for choosing the appointee for appointment as an Director	Considering his extensive industry experience, entrepreneurial vision, leadership skills and significant contribution to the growth and expansion of the Company, the Board considers his continued association to be in the best interest of the Company.
19	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Mehmood Khan possesses strong leadership, strategic planning, business development and operational management skills with extensive expertise in the sugar and ethanol industry. His long-standing experience and proven track record enable him to effectively lead the Company, drive sustainable growth and implement strategic initiatives.

By Order of the Board of Directors
For **Dollex Agrotech Ltd**
Sd/-
Siddhi Banthiya
Company Secretary & Compliance Officer

Place: Indore
Dated: 03.08.2026

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