

Registered Office / Urse Plant
Finolex Industries Limited
Gat No. 399, Village Urse, Tal.-Maval,
Dist. Pune 410 506, Maharashtra, India
CIN L40108PN1981PLC024153

Tel +91 2114 237251 / 237253
Toll Free 1800 200 3466
Fax +91 2114 237252
Email investors@finolexind.com
Web finolexpipes.com

FINOLEX
PIPES & FITTINGS

August 20, 2025

To,
National Stock Exchange of India Limited
Manager – Listing Department
5, Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

To,
BSE Limited
Manager – Listing Department
Floor 25,
P. J. Towers,
Dalal Street,
Mumbai 400 001

Symbol: FINPIPE

Scrip Code: 500940

Sub.: Notice of 44th (Forty-Forth) Annual General Meeting of the Company

Dear Sir / Madam,

We wish to inform you that the 44th (Forty-Forth) Annual General Meeting ('AGM') is scheduled on **Friday, September 12, 2025 at 4.00 p.m.** (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), in compliance with the applicable circular(s)/notifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We are submitting herewith Notice of 44th AGM of the Company, which is being sent electronically to the Members whose email addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/their respective Depository Participants ("DP").

Please note that the aforesaid Notice of 44th (Forty-Forth) AGM of the Company is also available on the website of the Company at <https://www.finolexpipes.com/>

You are requested to take the above on your records.

Thanking you,

Yours sincerely,
For **Finolex Industries Limited**

Dakshinamurthy Iyer
Company Secretary & Head Legal
M. No.: A13004

Corporate Office
Finolex Industries Limited
IndiQube 'The Kode' - 11th Floor,
S. No. 134, Hissa No. 1/38,
Baner Pashan Link Road,
Pune - 411045,
Maharashtra, India

Tel +91 20 27408200
Fax +91 20 27489000
Email care@finolexpipes.com
Web finolexpipes.com



NOTICE

NOTICE is hereby given that the Forty-Fourth (44th) Annual General Meeting (AGM) of the members of Finolex Industries Limited (the "Company") will be held on Friday, September 12, 2025 at 4.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.

2. Declaration of Dividend

To declare dividend on equity shares of the Company for the financial year ended March 31, 2025.

3. Re-appointment of Mrs. Ritu Prakash Chhabria (DIN: 00062144) as a Director liable to retire by rotation

To appoint a director in place of Mrs. Ritu Prakash Chhabria (DIN: 00062144) who retires by rotation, and being eligible, offers herself for re-appointment.

Special Business

4. Ratification of the remuneration paid to M/s. S.R. Bhargave & Co., the Cost Auditors for the financial year ending March 31, 2026

To consider and if thought fit, to pass 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 (the 'Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) modification(s) or re-enactment thereof for the time being in force) and subject to guidelines and approvals as may be required from the Central Government, a remuneration of ₹5,00,000 (Rupees Five Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses at actuals be paid to M/s. S.R. Bhargave & Co., Cost Accountants, Pune, (Firm Registration No. 000218) the Cost Auditors appointed by the Board of Directors (the "Board") of the Company

to conduct the audit of the cost records of the Company for the financial year 2025-26, be and is hereby ratified, approved and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby jointly and severally authorized to do all such acts, matters, deeds and things and give such directions as may be considered, proper, necessary, relevant, usual, customary and/or expedient to give effect to this Resolution."

5. Appointment of Mr. Udipt Agarwal (DIN: 11219144) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of Mr. Udipt Agarwal (DIN: 11219144), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 5, 2025 under the power granted to the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby jointly and severally authorised to do all such acts, matters, deeds and things and give such directions as may be considered, proper, necessary, relevant, usual, customary and/or expedient to give effect to this Resolution."

6. Appointment of Mr. Udipt Agarwal (DIN: 11219144) as a Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196,197, 198 read with Schedule V and Section 203 and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of Mr. Udipt Agarwal (DIN: 11219144), for a term of five years liable to retire by rotation, as a Whole-time Director of the Company, to hold office from September 5, 2025 to October 31, 2025 and as a Managing Director of the Company to hold office commencing from November 1, 2025 to September 4, 2030, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Udipt Agarwal, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after includes any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby jointly and severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. Appointment of Mr. Rambabu Sanka (DIN: 11218997) as a Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of Mr. Rambabu Sanka (DIN: 11218997), who was appointed as an Additional Director of the Company by the Board of Directors with effect August 2, 2025 under the power

granted to the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby jointly and severally authorized to do all such acts, matters, deeds and things and give such directions as may be considered, proper, necessary, relevant, usual, customary and/or expedient to give effect to this Resolution.

8. Appointment of Mr. Rambabu Sanka (DIN: 11218997) as a Whole-time Director of the Company designated as Director – Technical

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196,197, 198 read with Schedule V and Section 203 and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of Mr. Rambabu Sanka (DIN: 11218997) as a Whole-time Director of the Company and designated as Director – Technical for a term of five years commencing from August 2, 2025 to August 1, 2030, liable to retire by rotation, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Rambabu Sanka, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after includes any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”



9. Appointment of M/s. SVD & Associates, Company Secretaries (Peer review No. 6357/2025) as Secretarial Auditors of the Company

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

“RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the recommendations of the Audit Committee and the Board of Directors of the Company, the consent

of the Members be and is hereby accorded for appointment of M/s. SVD & Associates, Company Secretaries (Peer review No. 6357/2025) as the Secretarial Auditors of the Company to hold office for a period of 5 (five) consecutive years, to conduct the Secretarial Audit of the Company for the Financial Year 2025-26 to Financial Year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, basis the inflation, in consultation with the Secretarial Auditors, in addition to reimbursement of all out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit and to file necessary forms with Registrar of Companies and to do all such acts, deeds and things, as may be necessary, to give effect to the above said resolution.

By Order of the Board of Directors
For **Finolex Industries Limited**

Sd/-

Dakshinamurthy Iyer

Company Secretary & Head Legal
M No.: A13004

Place: Pune

Date: August 2, 2025

Notes:

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 read with subsequent latest circular 09/2024 dated September 19, 2024 in this regard (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.)

Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

In compliance with the applicable provisions of the Act, MCA Circulars and SEBI Listing Regulations, the Forty-Fourth (44th) Annual General Meeting (AGM) of the Company is being held through VC/OAVM on Friday, September 12, 2025 at 4.00 p.m. (IST). The proceedings of the AGM will be deemed to be

conducted at the Registered Office of the Company situated at Gat No.399, Village Urse, Taluka Maval, District Pune – 410 506 (Maharashtra).

2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 4 to 9, forms part of this Notice. Additional information, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director(s) seeking appointment(s)/re-appointment(s) at the 44th Annual General Meeting ('Meeting' or 'AGM') is annexed to this Notice.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since, this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

4. **Unclaimed Dividend:** Members are requested to note that dividends if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") in terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013. The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their unpaid/unclaimed dividends from FY 2017-18 till date, on or before Monday, November 3, 2025.

Members whose unclaimed dividends or shares have been transferred to the Investor Education and Protection Fund (IEPF) may write to the Company or its Registrar and Transfer Agent (RTA) to obtain guidance on the procedure for claiming such dividends or shares from the IEPF Authority. Upon the shareholder/claimant complying with the advised procedure and submitting the requisite documents, the Company shall issue an Entitlement Letter. Members can then submit the Entitlement Letter along with Form IEPF-5 and other required documents, as specified on www.iepf.gov.in, to claim their shares from the IEPF Authority.

For details, please refer to the Corporate Governance Report which forms part of this Annual Report and the investor page on the Company's website <https://www.finolexpipes.com/investors/compliance-report/>

Members who have not claimed dividends from the Financial Year 2017-18 onwards are requested to approach the Company/Registrar and Share Transfer Agent, KFin Technologies Limited ('KFin'), for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

5. Members desirous of obtaining any information concerning the accounts and operations of the Company for the financial year ended on March 31, 2025 are requested to address their questions to the Company Secretary at investors@finolexind.com and reach us on or before Saturday, September 6, 2025. This will ensure that the requested information may be made available.
6. All documents referred to in the notice and the explanatory statement annexed thereto requiring the approval of the members at the Meeting will be made available for inspection.

Electronic copies of necessary statutory registers, certificate(s) agreement(s) and other documents,

if any, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at investors@finolexind.com from the members during the AGM through KFin platform.

7. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at www.finolexpipes.com.

8. Information relating to obtaining Annual Report through e-mail

In line with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year 2024-25 are being sent only through electronic mode to those members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that the Notice and Annual Report for Financial Year 2024-25 for calling the AGM will be uploaded on the website of the Company at <https://www.finolexpipes.com/investors/financials/>. The Notice of the AGM can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively and the same is also available on the website of e-voting agency KFin Technologies Limited at <https://evoting.kfintech.com/>

Pursuant to Sections 101 and 136 of the Act read with the relevant rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, companies can send Annual Reports and other communications through electronic mode to those shareholders who have registered their email id either with the Company or with the Depository Participant(s). Accordingly, the Company shall send the physical copy of Annual report of FY 2024-25 to those members who request the same at the email address of the company at investors@finolexind.com mentioning their Folio No./DP ID and Client ID.

As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the shareholders who have not registered their Email IDs with the Company or Depository Participants or KFin Technologies Limited, Registrar & Transfer Agent (RTA) of the Company.



The Company will also publish an advertisement in the newspaper containing details about the e-AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company's website and manner of registering the e-mail IDs of those Members who have not registered their email addresses with the Company/RTA.

We urge all shareholders to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail.

Shareholders holding shares in dematerialised form who have not yet registered their e-mail addresses are requested to do so with their respective Depository Participants. Shareholders holding shares in physical form are requested to update their e-mail addresses by following the procedure detailed in the 'Instructions for Remote E-voting' section, for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.

9. Information relating to attendance at the e-AGM (Meeting)

Pursuant to the circular(s) of MCA on the VC/OAVM (e-AGM), please note the following relating to attendance at the e-AGM:

- a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
- b. Since the e-AGM is being held pursuant to MCA circulars through VC/OAVM facility, appointment of proxy to attend and cast vote on behalf of the member is not available and hence the Proxy Form and Attendance Slip are not annexed to this notice.
- c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate and cast their votes through e-voting.
- d. Corporate and/or Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to attend and vote, to the Scrutinizer at e-mail ID: cs@svdandassociates.com with a copy marked to evoting@kfintech.com and investors@finolexind.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format

"Corporate Name_EVENT No. _____". The documents should reach the Scrutinizer on or before Wednesday, September 10, 2025 (5.00 p.m. IST).

- e. Members can join the e-AGM, 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- f. Up to 1000 members will be able to join e-AGM on FIFO basis.
- g. No restrictions on account of FIFO entry into e-AGM will apply in respect of large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
- h. The attendance of the Members (member logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- i. The facility of attending e-AGM through VC/OAVM shall be closed within 15 minutes after the meeting is concluded.

10. Instructions for the Members for attending the e-AGM through VC/OAVM:

- a. Member will be able to attend the e-AGM through VC/OAVM platform provided by KFin Technologies Limited by using their e-voting login credentials or using registered mobile number and OTP or using registered email ID and OTP after selecting the meeting from drop-down option and selecting the EVEN for the Company's AGM and by following the process as detailed hereunder:
 - i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFin.

After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same;

- ii. On the home page, the options to login via DP ID Client ID/Folio No. through Password/Mobile OTP will be available;
 - iii. You may Enter DP ID Client ID/Folio No. and password or opt for login using mobile OTP;
 - iv. If you opt to log-in through Mobile OTP, you will be required to "Select the Meeting" from the drop-down– '**FINOLEX INDUSTRIES LIMITED**';
 - v. Post selection, you will be required to enter the registered mobile number and click on "Send OTP";
 - vi. On successful validation of the OTP, you will be placed in the meeting home page based on the Folio Selected;
 - vii. After logging in click on 'Video Conference' option;
 - viii. then click on camera icon appearing against AGM event of Finolex Industries Limited, to attend the Meeting.
- b. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 - c. Members are requested to enable their camera, if applicable, and ensure a stable high-speed internet connection to avoid disruptions during the meeting.
 - d. 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.
 - e. Members who do not have USER ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the procedure provided in the E-voting instructions.
- b. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM.
 - c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding shares as of cut-off date i.e. Friday, September 5, 2025 will be considered.
 - d. The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Members are requested to login through the user id and password provided in the mail received from KFin. On successful login, select 'Post Your Question' option which will opened from Monday, September 8, 2025 (9.00 a.m. IST) to Wednesday, September 10, 2025 (5.00 p.m. IST).

12. E-Voting (Voting through electronic means):

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer e-voting facility which will enable all the Members to cast their votes electronically on the resolutions mentioned in the Notice of the Forty Forth (44th) Annual General Meeting of the Company. Necessary arrangements have been made by the Company with KFin Technologies Limited to facilitate e-voting. Members who have cast their votes by e-voting prior to the AGM may attend the AGM, however, they shall not be entitled to cast their votes again. The Company has appointed Mr. Sridhar Mudaliar, Partner or failing him Ms. Sheetal Joshi, Partner of SVD & Associates, Company Secretaries, Pune, as the Scrutinizer for analysing and conducting e-voting process in a fair and transparent manner.

11. Speaker Registration for e-AGM

- a. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting at <https://emeetings.kfintech.com> and by clicking on the tab 'Speaker Registration' during the period starting from Monday, September 8, 2025 (9.00 a.m. IST) to Wednesday, September 10, 2025 (5.00 p.m. IST).



E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on Friday, September 5, 2025 (i.e. “cut-off” date). In case a person has become a member of the Company after dispatch of AGM notice, but on or before the cut-off date for e-voting i.e. Friday, September 5, 2025, such person may obtain the User ID and password from KFin by email request on inward.ris@kfintech.com. However, if the member is already registered with KFin for remote e-voting then member may use his/her existing User ID and Password for casting their vote.

The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.



The remote e-voting period commences on Tuesday, September 9, 2025 (9.00 a.m. IST) and will conclude on Thursday, September 11, 2025 (5.00 p.m. IST), both days inclusive. The voting module shall be disabled by KFin for e-voting thereafter. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

Instructions for remote e-voting:

The details of the process and manner for remote e-Voting and e-AGM are explained as below:

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the 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. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. ‘FINOLEX INDUSTRIES LIMITED’ or e-voting service provider i.e. KFin. v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. 3. Those not registered under IDeAS: <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. 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.

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p> <p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name i.e FINOLEX INDUSTRIES LIMITED’ or e-voting service provider name i.e KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
	<p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to Myeasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>2. User not registered for Easi/ Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com.</p> <p>ii. Provide demat account number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘FINOLEX INDUSTRIES LIMITED’ or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>

Type of Member	Login Method
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'FINOLEX INDUSTRIES LIMITED' or 'KFin'. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail

ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Finolex Industries Limited' and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. Member may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- xii. Corporate and/or Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to attend and vote, to the Scrutinizer at e-mail ID: cs@svdandassociates.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT No."

III. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) and with KFin (in case of Shares held in physical form) by following the procedure:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/ MIRSD-PoD1/P/CIR/2023/37, dated March 16, 2023, holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

Form ISR 1 can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes;

- a. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b. Through hard copies which are self-attested and dated, which can be shared on the address below; or

KFIN Technologies Limited
Address: Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana India -
500 032.
- c. Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>; or
- d. Through web-portal of our RTA, KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of KFin Technologies Limited; <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

- a. Form ISR-1 duly filled in along with self attested supporting documents for updating KYC details;
- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/ statement;
- c. Form SH-13 for updating of Nomination for the aforesaid folio or ISR-3 for "Opt-out of the Nomination.

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at <https://evoting.kfintech.com/public/Faq.aspx> or contact KFin on 1-800-309-4001 (toll free).



Once the vote on a resolution is cast by a Member, thereafter Member shall not be allowed to change it subsequently. Further, Members who have cast their vote through remote e-voting shall not be allowed to vote again at the AGM.

Voting at the e-AGM: Members who are unable to vote through remote e-voting may avail the e-voting system provided by KFin Technologies Limited, at the time of e-AGM.

The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

Member(s)/shareholder(s), who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-voting are eligible to vote through e-voting in the e-AGM.

The scrutiniser shall, immediately after the conclusion of voting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the company and make, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him who shall countersign the same.

The Scrutinizer shall submit his report to the Chairman or a person authorised by him in writing, who shall declare the result of the voting. The results declared along with the Scrutinizer's report shall be placed on the Company's website <https://www.finolexpipes.com/investors/compliance-report/> and on the website of Kfin at <https://evoting.kfintech.com>. The results shall simultaneously be communicated to BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The resolutions, if approved with requisite majority shall be deemed to be passed at the AGM of the Company.

13. Book Closure

The register of members and the share transfer books of the Company will remain closed from Saturday, September 6, 2025 to Friday, September 12, 2025 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2025.

14. GENERAL INSTRUCTIONS/ADVISORY

- i. Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has clarified that listed companies, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests along with Form ISR – 1, ISR – 2, ISR – 3, SH – 13, as may be applicable, the format of which is available on the website of KFin at <https://ris.kfintech.com/clientservices/isc/>. Further, to eliminate all risks associated with physical shares and for ease of portfolio management and improved liquidity, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.

ATTENTION - PHYSICAL SHAREHOLDERS

SEBI vide circular dated July 2, 2025, introduced a special six-month window (July 07, 2025 to January 06, 2026) allowing investors to re-lodge physical share transfer requests that were originally submitted before April 01, 2019 but were rejected or returned due to document deficiencies. The securities that are re-lodged for transfer shall be issued only in demat mode.

All such shareholders are requested to approach the Company's Registrar and Transfer Agent (RTA) in this regard.

- ii. SEBI has issued a circular dated March 19, 2025, titled "Harnessing DigiLocker as a Digital Public Infrastructure for Reducing Unclaimed Assets in the Indian Securities Market" to address the issue of unclaimed financial assets. This initiative enables investors to store and access information of their demat and mutual fund holdings through DigiLocker, a key Digital Public Infrastructure, benefiting investors and their families.

Shareholders can also appoint Data Access Nominees within the DigiLocker application. In case of an unfortunate event of demise of shareholder, the nominees will be provided read only access to the DigiLocker account, ensuring that essential financial information is accessible to legal heirs.

- iii. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said form can be downloaded from the Company's website at <https://www.finolexpipes.com/investors/investors-relations-centre/>. Members are requested to submit the said form to their DP's in case the shares are held by them in electronic form and to the Company's RTA at einward.ris@kfintech.com in case the shares are held in physical form, quoting folio number.
- iv. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
- v. 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 statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- vi. Members are requested to make all correspondence in connection with equity shares by sending an email to KFin at einward.ris@kfintech.com or at investors@finolexind.com quoting Folio number or DP ID and Client ID, as the case may be.
- vii. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.finolexpipes.com/investors/investors-relations-centre/>.

viii. **Dividend related information:**

The Board of Directors have recommended a final dividend of ₹2/- (100%) per equity share of ₹2/- each and a special dividend of ₹1.60/- (80%) per equity share of ₹2/- each, aggregating to ₹3.60/- (180%) per equity share of ₹2/- each for the year ended March 31, 2025.

Subject to the provisions of Section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on/ before Saturday, October 11, 2025 as under:

- a) to all those shareholders holding shares in physical form, as per the details provided by share transfer agent of the Company i.e. KFin Technologies Limited ('KFin') to the Company, as of or before the closing hours on Friday, September 5, 2025; and
- b) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Friday, September 5, 2025.

Pursuant to the provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') the Company has fixed Friday, September 5, 2025 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for the Financial Year 2024-25.

Members may note that as per Income Tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of Members. The Company is also required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its Members (resident as well as non-resident).

To enable compliance with TDS requirements, members holding shares in electronic mode are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and in case shares are held in physical form, by sending documents to the Company on or before Friday, September 5, 2025 (upto 5.00 p.m. IST).

For the detailed process and formats of declaration, please refer FAQs on Tax Deduction at Source on Dividends available on the Company's website at <https://www.finolexpipes.com/investors/investors-relations-centre/>

Members are requested to refer the Company's email sent in this regard, and submit the documents on or before Friday, September 5, 2025 for tax determination/ deduction of TDS at applicable rates. The details / information for submission of documents is available on the website of the Company <https://www.finolexpipes.com/investors/investors-relations-centre/>

SEBI, vide its circular dated March 16, 2023 read with circular dated November 17, 2023 and June 10, 2024, mandated that the security holders (**holding securities in physical form**), whose folio(s) do not have PAN (Aadhar seeded) or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from April 1, 2024, upon furnishing all the aforesaid details in entirety. Further, the Company will not dispatch the physical instrument such as banker's cheque or demand draft for the payment of dividend to the members holding shares in physical form as on record date.

Member may also refer to SEBI FAQs by accessing the link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ No 38 & 39)

To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change of address or keep their latest bank account details updated with their respective Depository Participant

('DPs') and Company's Registrar and Share Transfer Agent viz., KFin Technologies Limited ('KFin') in case they hold shares in physical mode. Members are requested to send the following documents to our RTA – KFin Technologies Limited, so as to reach the RTA before the record date i.e. Friday, September 5, 2025.

For the purpose of updation of KYC details (For Physical Shareholders) against your folio, you are requested to send the details to our RTA, KFin Technologies Limited (Unit: Finolex Industries Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana;

- a. Through hard copies which should be self-attested and dated; **OR**
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by first joint holder; **OR**
- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

Online Application(s) for Investor Queries

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, KFinTech has developed the following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register/signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Senior Citizens investor cell:

As part of our RTA's initiative to enhance investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information.

KPRISM Mobile App

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.

Online Personal Verification (OPV):

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of the shareholders and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

Our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Here's how it works:

- I. Users receive a link via email and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

IN VIEW OF EASE OF PARTICIPATION BY MEMBERS FOLLOWING ARE KEY DETAILS REGARDING THE 44TH AGM:

Sr. No.	Particulars	Details and URL's for Access
1.	Link for participation through Video Conferencing (VC) at the AGM	https://emeetings.kfintech.com by using e-Voting credentials and clicking on video conference
2.	Link for posting AGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-Voting credentials and clicking on "post your queries" / "Speaker Registration" as the case may be
	Period of registration	Commence from: 9.00 a.m. on Monday, September 8, 2025 Concludes on: 5.00 p.m. on Wednesday, September 10, 2025
3.	Link for remote e-Voting	Members may refer to the instructions provided under "Instructions for remote e-voting" section of this Notice
4.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-Voting credentials. Please refer the instructions provided in the Notice
5.	Helpline number for VC participation and e-Voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at evoting@kfintech.com
6.	Cut-off date for e-Voting	Friday, September 5, 2025
7.	Time period for remote e-Voting	Remote e-Voting commence at: 9.00 a.m. on Tuesday, September 9, 2025 Remote e-Voting concludes at: 5.00 p.m. on Thursday, September 11, 2025
8.	Last date for publishing results of remote e-Voting and e-Voting during the AGM	Tuesday, September 16, 2025
9.	Registrar and Transfer Agent – Contact Details	KFin Technologies Limited Unit: Finolex Industries Limited Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 Tel: +91 40 6716 1630 Toll Free no: 1800-309-4001 WhatsApp: +91 910 009 4099 E-mail id- einward.ris@kfintech.com Website: https://www.kfintech.com/
10.	Finolex Industries Limited – Contact details	Corporate Office: Finolex Industries Limited, IndiQube 'The Kode' - 11 th Floor, S. No. 134, Hissa No. 1/38 Baner Pashan Link Road, Pune 411045 Tel: +91 20 2740 8200 Email: investors@finolexind.com Registered Office: Gat No. 399, Village Urse, Tal. Maval, Dist. Pune – 410 506, Maharashtra, India Tel: +91 2114 237251 / 253

Explanatory Statement pursuant to Section 102 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time

The following explanatory statement sets out all material facts relating to Item Nos. 4 to 9 mentioned in the accompanying Notice dated August 2, 2025.

Item No. 4

On the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 23, 2025 approved the appointment of M/s. S. R. Bhargave & Co., Cost Accountants, Pune, (Firm Registration No. 000218), as the Cost Auditors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2025-26, in respect of the relevant products as prescribed under the Companies (Cost Records and Audit) Rules, 2014.

It is proposed to pay a remuneration of ₹5,00,000 (Rupees Five Lakhs only), plus applicable taxes and reimbursement of actual out-of-pocket expenses, to the Cost Auditors for the financial year 2025-26.

M/s. S. R. Bhargave & Co. have consented to act as the Cost Auditors of the Company for the financial year 2025-26 and have furnished a certificate confirming their eligibility for such appointment.

M/s. S. R. Bhargave & Co. is the firm of Cost Accountants, are in practice for more than 20 years, providing solutions in Indirect Taxes, consultancy in the area of Cost Reduction, Maintenance of Cost Records and Cost Audit, having large base of clients including corporate clients, MNCs, PSU, Public and Private Limited Companies working in various sector.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be subsequently ratified by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company, or their respective 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 resolution set out at Item No. 4 of the Notice for approval of the members as an Ordinary Resolution.

Item No. 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at their meeting held on August 2, 2025, approved the appointment of Mr. Udipt Agarwal (DIN: 11219144) as an Additional Director of the Company who holds office up to the date of the Forty-Fourth Annual General Meeting (the 'ensuing General Meeting') of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 2, 2025, considered and approved the appointment of Mr. Udipt Agarwal (DIN: 11219144) for a term of five consecutive years, in the capacity of –

- a) Whole-time Director with effect from September 5, 2025, to hold office up to October 31, 2025; and
- b) Managing Director, with effect from November 1, 2025, to September 4, 2030.

on such terms and conditions, including remuneration payable in the event of inadequate or no profits, subject to necessary approvals, sanctions, or permissions as set out herein:

A. Period of appointment:

- i. From September 5, 2025 to October 31, 2025, as a Whole-time Director and
- ii. From November 1, 2025 to September 4, 2030 as a Managing Director

totaling a tenure of five years.

B. Remuneration and Perquisites

The Company shall pay Mr. Udipt Agarwal in consideration of his duties, salary and perquisites as detailed hereunder, with such annual increment as may be decided by the Board and Nomination and Remuneration Committee:

Salary and Perquisites	Yearly Amount (in ₹)
Basic Salary	1,02,00,000
HRA	40,80,000
Education Allowance	2,400
Canteen Subsidy	30,000
LTA	8,49,720
Medical Allowance	8,49,720
Professional Development Allowance	15,30,000
Other Allowance	41,99,940
Gross	2,17,41,780
Provident Fund	12,27,600
Bonus (10% of Basic Salary)	10,20,000
Retention Bonus (Payable on completion of 1 year)	10,20,000
Gratuity	4,90,620
CTC	2,55,00,000

In addition to the remuneration and perquisite as stated herein above, Mr. Udipt Agarwal (DIN: 11219144) shall be entitled to the following perquisites/benefits, as per Company's policy:

- i. Leave with full pay as per the rules of the Company.
- ii. Yearly encashment of leave during the tenure of employment as per the rules of the Company.
- iii. Personal Accident Insurance as per the rules of the Company.
- iv. Mediclaim Insurance as per the rules of the Company.
- v. Company's contribution to provident fund and gratuity fund as per the rules of the Company.
- vi. Provision of motor car as per the rules of the Company and reimbursement of driver's salary as per the policy of the Company.
- vii. Telephone: Free landline facility at residence and mobile phone facility, i.e., all charges including rentals, call and internet charges etc. shall be paid by the Company in full.
- viii. Retirement and other benefits, as per the rules of the Company.

The Board shall have the authority to alter or vary the terms of appointment and remuneration including commission and perquisites payable to Mr. Udipt Agarwal during his tenure with the Company within the overall limits specified in accordance with provisions of Section 197, Schedule V and all other applicable provisions of the Act and relevant Rules framed thereunder. However, in case of any material change(s) in the terms and conditions of his appointment, including remuneration, the Company would seek the approval of the members, as per the provisions of the Act/ Listing Regulations/all other applicable laws in force during the time of such material change(s).

C. Commission

Commission as such percentage of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013 and relevant Rules framed thereunder.

The amount of commission will be based on his performance as evaluated and approved by the Board and the Nomination and Remuneration Committee, subject to maximum limit of ₹ 2 Crore/ annum.

D. Minimum Remuneration

In the event of inadequate profits or no profits in any financial year during the tenure of Mr. Udipt Agarwal salary and allowances/ perquisites mentioned in paragraph B above, shall be the minimum remuneration payable to Mr. Udipt Agarwal subject to necessary approvals and other applicable provisions of the Act, and relevant Rules framed thereunder.

E. Other terms and conditions

- i. Effective 1st November 2025, on taking over the role of Managing Director of the Company, Mr. Udipt Agarwal will be entrusted with substantial powers of management and shall work under the superintendence, control and direction of the Board. He shall have the powers of general conduct and management of business and affairs of the Company except in the matters which may be specifically required to be done by the Board either by the Act or by the Articles of Association of the Company.
- ii. During his employment with the Company, Mr. Udipt Agarwal shall devote such time and attention to the business and affairs of the Company as may be necessary and shall use his best endeavours to promote its interest and welfare.
- iii. Mr. Udipt Agarwal, so long as he functions during his employment shall not be paid any sitting fees for attending the meetings of the Board or any Committees thereof.
- iv. Mr. Udipt Agarwal would cease to be a director, ipso facto, on the employment with the Company getting ceased or terminated or determined.
- v. Either party shall be entitled to determine or terminate the Agreement by giving to the other advance notice of three months or by giving the basic salary for three months in lieu of the notice.

The aforesaid may be treated as details of the terms and conditions of the appointment and remuneration, including revision thereof, payable to Mr. Udipt Agarwal pursuant to Section 196 of the Act.

Pursuant to the provisions of the Companies Act, 2013, and Regulation 26A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any vacancy in the office of Managing Director shall be filled by the listed entity at the earliest and, in any case, not later than three months from the date of such vacancy.

Further, as per Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for the appointment of a person on the Board of Directors is obtained at the next general meeting or within three months from the date of appointment, whichever is earlier.

The appointment of Mr. Udipt Agarwal as Managing Director, is expected to significantly benefit our company given his extensive experience in the chemical industry. Mr. Agarwal, is a strategic and performance-oriented business leader with over 30 years of experience across Asia, having successfully led and transformed operations for prominent US and European corporations. His proven expertise in launching and scaling ventures, executing business turnarounds, and driving sustainable growth through innovation and operational excellence aligns well with our company's long-term vision. Currently serving as Chief Commercial Officer at Alkyl Amines Chemicals Ltd, Mr. Agarwal oversees critical functions including business strategy, investments, P&L management, procurement, supply chain, marketing, and M&A.

Mr. Udipt Agarwal fulfils the core skills / expertise / competencies identified, and the criteria laid down by the Board in the Company's Nomination and Remuneration Policy for the appointment as a Director of the Company as required in the context of the Company's business and the sector it operates in. In the opinion of the Board, he fulfils the conditions for the aforesaid appointment and the same would be in the best interest of the Company taking into consideration his knowledge, background, experience and achievements.

A written notice has been received from a member of the Company under Section 160(1) signifying their intention to propose the appointment of Mr. Udipt Agarwal as a Director, who has given his consent and disclosures as required under the Companies Act, 2013, and the Rules made thereunder, to act as a Director of the Company, if appointed. He satisfies the eligibility criteria under Section 196 and Schedule V of the Act and also confirmed that he is not disqualified from being appointed as a Director in terms of the provisions of Sections 164(1) and 164(2) of the Companies Act, 2013, and that he is not debarred from holding the office of Director by any order passed by SEBI or any other authority.

Mr. Udipt Agarwal meets the core requirements outlined in the Company's Nomination and Remuneration Policy for the role of Managing Director. The Board believes that, given his

qualifications, industry knowledge, experience, and track record, his appointment aligns with the Company's strategic direction and is in its best interests.

Additional information required for the said appointment, as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, is provided at the end of the Notice and forms an integral part of this report.

None of the directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested financially or otherwise, except Mr. Udipt Agarwal and his relative(s) to the extent of their shareholding interest, if any, are concerned or interested in the Resolution set out at Item no. 5 & 6 of this notice.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers the appointment of Mr. Udipt Agarwal as Managing Director in the interest of the Company and recommends the Ordinary resolution set out at Item No. 5 & 6 of the Notice for approval of the members.

Item No. 7 & 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on August 2, 2025, approved the appointment of Mr. Rambabu Sanka (DIN: 11218997) as an Additional Director of the Company who holds office up to the date of the Forty-Fourth Annual General Meeting of the Company.

In accordance with the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain shareholders' approval for such appointment at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Since this general meeting is scheduled within three months from the date of appointment, the resolution for shareholders' approval is proposed as above.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 2, 2025, considered and approved the appointed Mr. Rambabu Sanka, as a Whole-time Director designated as Director - Technical for a term of 5 (five) years with effect from August 2, 2025 on the terms and conditions including remuneration to be paid in case of inadequate profits or no profits in the manner set out hereinbelow, subject to necessary approvals, sanctions or permissions.

The main terms and conditions of the appointment and remuneration payable to him are as under:

A. Period of appointment:

For a term of five years effective from August 2, 2025 to August 1, 2030 as a Whole-time Director designated as Director - Technical.

B. Remuneration and Perquisites:

The Company shall pay Mr. Rambabu Sanka in consideration of his duties, salary and perquisites as detailed hereunder, with such annual increment as may be decided by the Board and/ or Nomination and Remuneration Committee:

Salary and Perquisites	Yearly Amount (in ₹)
Basic Salary	50,00,040
HRA	6,60,000
Education Allowance	2,400
Canteen Subsidy	30,000
LTA	4,16,520
Medical Allowance	4,16,520
Professional Development Allowance	7,50,012
Other Allowance	33,80,400
Gross	1,06,55,892
Provident Fund	6,03,600
Bonus (10% of Basic Salary)	5,00,004
Retention Bonus (Payable on completion of 1 year)	5,00,004
Gratuity	2,40,504
CTC	1,25,00,000

In addition to the remuneration and perquisite as stated above, Mr. Rambabu Sanka shall be entitled to the following perquisites/benefits as per policy of the Company:

- Leave with full pay as per the rules of the Company.
- Yearly encashment of leave during the tenure of employment as per the rules of the Company.
- Personal Accident Insurance as per the rules of the Company.
- Mediclaim Insurance as per the rules of the Company.

- Company's contribution to provident fund and gratuity fund as per the rules of the Company.
- Provision of motor car as per the rules of the Company and reimbursement of driver's salary as per the policy of the Company.
- Telephone: Free landline facility at residence and mobile phone facility, i.e., all charges including rentals, call and internet charges etc. shall be paid by the Company in full.
- Retirement and other benefits, as per the rules of the Company.

The Board shall have the authority to alter or vary the terms of appointment and remuneration including commission and perquisites payable to Mr. Rambabu Sanka during his tenure with the Company within the overall limits specified in accordance with provisions of Section 197, Schedule V and other applicable provisions of the Act and relevant Rules framed thereunder. However, in case of any material change(s) in the terms and conditions of his appointment, including remuneration, the Company would seek the approval of the members, as per the provisions of the Act/ Listing Regulations/all other applicable laws in force during the time of such material change(s).

C. Commission:

Commission as such percentage of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013 and relevant Rules framed thereunder.

The amount of commission will be based on his performance as evaluated and approved by the Board and the Nomination and Remuneration Committee, subject to maximum limit of ₹ 1 Crore/ annum.

D. Minimum Remuneration:

In the event of inadequate profits or no profits in any financial year during the tenure of the agreement entered into by the Company with Mr. Rambabu Sanka, the salary and allowances/ perquisites mentioned in paragraph B above, shall be the minimum remuneration payable to Mr. Rambabu Sanka subject to necessary approvals and other applicable provisions of the Act, and relevant rules framed thereunder.

E. Other terms and conditions:

- i. During his employment with the Company, Mr. Rambabu Sanka shall devote such time and attention to the business and affairs of the Company as may be necessary and shall use his best endeavours to promote its interest and welfare.
- ii. Mr. Rambabu Sanka, so long as he functions as a Whole-Time Director designated as Director - Technical shall not be paid any sitting fees for attending the meetings of the Board or any Committees thereof
- iii. Mr. Rambabu Sanka would cease to be a director, ipso facto, on the employment with the Company getting ceased or terminated or determined.
- iv. Either party shall be entitled to determine or terminate the Agreement by giving to the other advance notice of three months or by giving the basic salary for three months in lieu of the notice.

The aforesaid may be treated as details of the terms and conditions of the appointment and remuneration, including revision thereof, payable to Mr. Rambabu Sanka as a Whole-Time Director designated as Director - Technical of the Company pursuant to Section 196 of the Act.

Mr. Rambabu Sanka fulfils the core skills / expertise / competencies identified, and the criteria laid down by the Board in the Company's Nomination and Remuneration Policy for the appointment as a Director of the Company as required in the context of the Company's business and the sector it operates in. In the opinion of the Board, he fulfils the conditions for the aforesaid appointment and the same would be in the best interest of the Company taking into consideration his knowledge, background, experience and achievements.

A written notice has been received from a member of the Company signifying their intention to propose the appointment of Mr. Rambabu Sanka as a Director, who has given his consent and disclosures as required under the Companies Act, 2013, and the rules made thereunder, to act as a Director of the Company, if appointed. He satisfies

the eligibility criteria under Section 196 and Schedule V of the Act and also confirmed that he is not disqualified from being appointed as a Director in terms of the provisions of Sections 164(1) and 164(2) of the Companies Act, 2013, and that he is not debarred from holding the office of Director by any order passed by SEBI or any other authority.

Additional information regarding the appointment of Mr. Rambabu Sanka as an Additional Director, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings is provided at the end of the Notice and forms part of this report.

Except for Mr. Rambabu Sanka and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel, or their relatives are, in any way, financially or otherwise concerned or interested in the resolution set out at Item No. 7 & 8 of the Notice.

The Board recommends the resolution set out at Item No. 7 & 8 for approval of the Members.

Item No. 9

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Audit firm for up to two terms of five consecutive years, subject to Members approval at the Annual General Meeting.

The Board of Directors, at its meeting held on August 2, 2025, has recommended the appointment of M/s. SVD & Associates, Company Secretaries (Peer review No. 6357/2025), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 (Five) consecutive years, to conduct the Secretarial Audit of the Company from the Financial Year 2025-26 to Financial Year 2029-30. subject to approval by the Members at this Annual General Meeting.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

S.N.	Particulars	Details
1.	Proposed Secretarial Auditors	The Board has recommended the appointment of M/s. SVD & Associates, Practicing Company Secretaries.
2.	Basis of Recommendation	M/s. SVD & Associates, is a firm of Practicing Company Secretaries established in the year 2002, primarily engaged in providing Secretarial Audit, Governance, Compliance Management and other Assurance services. The Firm has experience in handling the secretarial audits of listed and large unlisted companies. The Firm holds Peer Review Certificate No. 6357/2025 issued by the Peer Review Board of the Institute of Company Secretaries of India. The Board believes that their experience of conducting Secretarial Audit of listed companies and large unlisted companies, and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, Securities and Exchange Board of India Act, 1992 and other applicable laws. The recommendation for the appointment of M/s. SVD & Associates as Secretarial Auditors is based on their past track record and capabilities in delivering quality secretarial audit services to other companies of similar size and complexity.
3.	Credentials of Proposed Secretarial Auditors	M/s. SVD & Associates (Firm Unique Code: P2013MH031900) is a firm of Company Secretaries in Practice and holding Peer Review Certificate No. 6357/2025 issued by the Peer Review Board of the Institute of Company Secretaries of India and has confirmed their eligibility to be appointed as the Secretarial Auditors for the term of 5 (Five) years
4.	Term of Appointment	5 (five) consecutive years, to conduct the Secretarial Audit of the Company from the Financial Year 2025-26 to Financial Year 2029-30.
5.	Proposed Fees	₹ 4,50,000 per annum plus applicable taxes and reimbursement of other out-of-pocket expenses actually incurred in connection with the Secretarial Audit of the Company.

The Company has received a consent letter from M/s. SVD & Associates, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

M/s. SVD & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. SVD & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

None of the Directors, Key Managerial Personnel, Manager of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 9 of the Notice.

The Board recommends the resolution set forth in item No. 9 of the Notice for approval of the Members as an Ordinary Resolution.

By Order of the Board of Directors
For **Finolex Industries Limited**

Sd/-
Dakshinamurthy Iyer
Company Secretary & Head Legal
M No.: A13004

Place: Pune
Date: August 2, 2025

Additional information of the Directors seeking appointment/re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (SS-2)



Mrs. Ritu Prakash Chhabria (DIN: 00062144)

a) Brief resume

Mrs. Ritu Prakash Chhabria, 58, holds a double major in Economics and Marketing from Richmond College, London and also holds a degree in Public Relations. She was co-opted as a director of the Company with effect from March 21, 2015. She is the Managing Trustee of Mukul Madhav Foundation, the CSR partner of the Company. She looks after the day-to-day activities of the Mukul Madhav Foundation.

b) Nature of her expertise in specific functional areas

In 1999, Mrs. Ritu Prakash Chhabria established Mukul Madhav Foundation to channelize social welfare programmes. She has been instrumental in providing assistance in the field of health care, education, social & community welfare and sanitation to the economically and socially underprivileged sections of the society to improve their quality of life.

c) Disclosure of relationships between directors inter-se

Mrs. Ritu Chhabria is the spouse of Mr. Prakash Chhabria, Executive Chairman of the Company and also part of the Promoters' Group.

d) Names of other entities in which the person also holds directorship and the membership of Committees of the board of directors

Mrs. Ritu Prakash Chhabria is a member of Corporate Social Responsibility Committee of the Company. She does not hold any directorship or committee membership in any other listed company.

e) Name of listed entities from which the person has resigned in the past three Years

Nil

f) Shareholding in the Company including shareholding as a beneficial owner

Mrs. Ritu Prakash Chhabria holds 22,250 equity shares of the Company.

***Note:** For other details such as number of meetings of the board attended during the year, remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.



Mr. Udipt Agarwal (DIN: 11219144)

a) Brief resume

Mr. Udipt Agarwal, 56, is a strategic and performance-driven business leader with over three decades of experience across Asia, having successfully led and transformed businesses for leading US and European companies. He has a proven track record in launching and scaling new ventures, executing turnarounds, and driving sustainable growth through innovation and operational excellence. Currently serving as Chief Commercial Officer at Alkyl Amines Chemicals Ltd, he oversees business strategy, investments, and P&L management, while leading procurement, supply chain, marketing, and M&A initiatives.

Prior to this, he had a distinguished career at Cargill Bio Industrial, where he established the India business and later led the Asia region, expanding into 10 countries and integrating post-acquisition operations. His earlier tenure at BASF spanned various leadership roles in India and Hong Kong, contributing significantly to business development, market expansion, and team building across multiple segments.

Mr. Udipt Agarwal holds a B.Tech. in Chemical Technology from H.B. Technological Institute, Kanpur, and has completed executive education in Strategic Business Leadership from INSEAD.

b) Nature of his expertise in specific functional areas

Strategic planning and execution, business growth and transformation, value innovation, and post-merger integration.

c) Disclosure of relationships between directors inter-se

None of the directors are related to Mr. Udipt Agarwal.

d) Names of other entities in which the person also holds the directorship and the membership of Committees of the board of directors

Mr. Udipt Agarwal does not hold any directorship nor holds chairmanship / membership in any Committees of the Company or in any other Company.

e) Name of listed entities from which the person has resigned in the past three Years

Nil

f) Shareholding in the Company including shareholding as a beneficial owner

Mr. Udipt Agarwal does not hold any equity shares of the Company.

g) Key terms and conditions of appointment and remuneration proposed to be paid

As per the resolution at Item Nos.5 & 6 of this notice read with explanatory statement thereto.



Mr. Rambabu Sanka (DIN: 11218997)

a) Brief resume

Mr. Rambabu Sanka, 63, holds a Master of Technology in Chemical Engineering from the Indian Institute of Technology, Mumbai. He also holds a Bachelor of Technology in Chemical Engineering from Andhra University and a Post graduate Certificate in Fundamentals of Senior Management from the Open University, United Kingdom.

He is currently serving as President-Technical and Senior Management Personnel of the Company from 3rd March, 2025. In this capacity, he oversees the plant operations and functions of the Company.

Mr. Rambabu Sanka is a Senior Executive with 39 years of comprehensive experience in the Chemical Manufacturing Sector, including 31 years dedicated to VCM/PVC production. His expertise encompasses leadership in technical services, process optimization, debottlenecking, and the management of large-scale plant expansions and operations. He has a proven track record in the commissioning of advanced chemical facilities, enhancing operational efficiency, and achieving significant increases in production. He is skilled in production planning, budgeting, variance analysis, and managing shutdowns and turnarounds, all while prioritizing safety and operational continuity.

In his prior positions, he has overseen VCM and PVC manufacturing operations (INEOS Technology), serving as Vice President with Reliance Industries Limited, and held the role of Executive Vice President, Technical Services at TCI Sanmar Chemicals S.A.E.

b) Nature of his expertise in specific functional areas

Expert in chemical and petrochemical field and general business administration.

c) Disclosure of relationships between directors inter-se

None of the directors are related to Mr. Rambabu Sanka.

d) Names of other entities in which the person also holds the directorship and the membership of Committees of the board of directors

Mr. Rambabu Sanka does not hold any directorship nor holds chairmanship / membership in any Committees of the Company or in any other Company.

e) Name of listed entities from which the person has resigned in the past three Years

Nil

f) Shareholding in the Company including shareholding as a beneficial owner

Mr. Rambabu Sanka does not hold any equity shares of the Company.

g) Key terms and conditions of appointment and remuneration proposed to be paid

As per the resolution at Item Nos. 7 & 8 of this notice read with explanatory statement thereto.

Place: Pune

Date: August 2, 2025

By Order of the Board of Directors
For **Finolex Industries Limited**

Sd/-

Dakshinamurthy Iyer

Company Secretary & Head Legal

M No.: A13004