



INDO BORAX & CHEMICALS LTD.

Regd. Office: 302, 3rd Floor Link Rose Building, Linking Road, Santacruz (West), Mumbai - 400054, India.

Ph.: 022 26489142 / 47 / 48 • Fax No. 022-26489143 • CIN : L24100MH1980PLC023177

Email : info@indoborax.com • Website : www.indoborax.com

Date: March 16, 2026

To,
BSE Limited
Department of Corporate Services
Pheroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
SCRIP CODE - 524342

To,
NSE Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra - Kurla Complex, Mumbai - 400 051
Symbol - INDOBORAX

Sub: Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Intimation of dispatch of Notice of Postal Ballot to Shareholders

Dear Sir/Madam,

With reference to the captioned subject, please find enclosed a copy of Notice of Postal ballot/ e-voting ("Notice"), which is being sent today i.e., **Monday, March 16, 2026**, to the Members of the Company for seeking their consent / approval by way of Postal Ballot (only through remote e-voting process) in respect of the Special Business set out in the Notice.

The Postal Ballot Notice is being conducted pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide various general circulars issued by MCA, the latest being General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as "MCA Circulars").

In compliance with the MCA Circulars, the Notice is being sent only through electronic mode to all its Members whose email addresses are registered with the Company / Depositories / Depository Participants and whose names are recorded in the Register of Members / Beneficial Owners of the Company as on the Cut-off date i.e. **Friday, March 13, 2026**.

The Notice of Postal Ballot along with the Explanatory Statement and instructions for remote e-voting is also available on the website of the Company at www.indoborax.com/postal-ballot-notice.php.



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The Members, whose email addresses are not registered, are requested to register the same by following the procedure provided in the Notes section of Notice of Postal Ballot.

The Company has engaged the services of MUFG Intime India Private Limited ("MUFG") for providing remote e-voting facility to its Members. The remote e-voting period shall commence on **Tuesday, March 17, 2026 at 9:00 A.M. (IST)** and end on **Wednesday, April 15, 2026 at 5:00 P.M. (IST)**, after which the remote e-voting module shall be disabled by MUFG.

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

CS Mannish L. Ghia (Membership No.: FCS 6252), Partner at M/s. Manish Ghia & Associates, Company Secretary in Whole Time Practice, has been appointed as the Scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner.

The results of the Postal Ballot will be declared within the stipulated time i.e. on or before **Friday, April 17, 2026** and shall be displayed on the Notice Board of the Company at its Registered Office and also hosted on the website of the Company at www.indoborax.com. The same shall be simultaneously intimated to the Stock Exchanges.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For Indo Borax & Chemicals Limited

Pravin Chavan
Company Secretary & Compliance Officer
Membership No.: A16857



INDO BORAX & CHEMICALS LIMITED

Corporate Identity No. (CIN): L24100MH1980PLC023177

Registered Office: 302, Link Rose, Linking Road, Santacruz (West), Mumbai – 400 054,
Maharashtra, India.

Ph.: 022-26489142 / 47 / 48; **Fax No.:** 022-26489143

E-mail: complianceofficer@indoborax.com; **Website:** www.indoborax.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and the latest one being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) as amended from time to time, Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**) and all other applicable laws, rules and regulations, that the resolutions as appended below are proposed to be passed by the Members of Indo Borax & Chemicals Limited (**“the Company”**) by way of Postal Ballot through remote e-voting only.

The Explanatory Statement pursuant to Section 102 of the Act, read with other applicable provisions of the Act and SS-2, setting out the material facts and reasons for the proposed resolutions, is annexed hereto and forms part of this Notice.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules 20 and 22 of the Rules, the MCA Circulars and Regulation 44 of the Listing Regulations, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (**“DP”**). The details of the procedure to cast the vote form part of the Notes to this Notice.

For the purpose of e-voting, the Company has engaged the services of MUFG Intime India Private Limited (**“MUFG”**). Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	Tuesday, March 17, 2026 at 9:00 A.M. (IST)
Conclusion of e-voting period	Wednesday, April 15, 2026 at 5:00 P.M. (IST)
Cut-off date for eligibility to vote	Friday, March 13, 2026

The e-voting facility will be disabled by MUFG immediately after **5:00 P.M. (IST)** on

Wednesday, April 15, 2026.

The last date of e-voting, i.e. **Wednesday, April 15, 2026 at 5:00 P.M. (IST)**, shall be deemed to be the date of passing of the resolutions, if approved by the requisite majority of Members. Further, resolutions passed by the Members through postal ballot shall be deemed to have been passed as if they had been passed at a General Meeting of the Members.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed CS Mannish L. Ghia (Membership No.: FCS 6252), Partner at M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the Postal Ballot process through e-voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of the Postal Ballot will be announced within two working days from the conclusion of the e-voting period. The said results, along with the Scrutinizer's Report, shall be intimated to BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, where the equity shares of the Company are listed. Additionally, the results shall also be uploaded on the Company's website at www.indoborax.com and on the website of MUFG at <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS:

Resolution No. 1

Appointment of Mr. Suresh Kalra (DIN: 02833715) as Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of Board of Directors, Mr. Suresh Kalra (DIN: 02833715), who was appointed as an Additional Director of the Company with effect from January 23, 2026, who is eligible for appointment as a Director, 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 Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company and/ or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

Resolution No. 2

Appointment Mr. Suresh Kalra (DIN: 02833715) as Managing Director and Chief Executive Officer of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2(18), 2(54), 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Suresh Kalra (DIN: 02833715) as Managing Director and Chief Executive Officer of the Company for a period of 5 (five) years with effect from January 23, 2026, whose office shall not be liable to retire by rotation, on the terms and conditions including remuneration set out below and as contained in the Employment Agreement dated January 23, 2026 entered into between the Company and Mr. Suresh Kalra:

1. Remuneration

Mr. Suresh Kalra shall be entitled to the following remuneration:

(a) Salary

Salary of Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs only) per annum, payable monthly in twelve equal instalments, with such annual increments as may be determined by the Board of Directors or Nomination and Remuneration Committee, based on merit and performance of the Company.

(b) Performance Bonus

Performance bonus of up to Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs only) per annum, linked to the achievement of EBITDA targets as agreed in the business plan and as may be determined by the Board of Directors or the Nomination and Remuneration Committee from time to time, subject to a maximum of 100% of the performance bonus.

The performance bonus shall be payable on a proportionate basis for the Financial Year 2025-26 and shall thereafter be determined annually based on achievement of the aforesaid performance parameters.

(c) Equity Participation

He shall be eligible to participate in the Employee Stock Option Scheme (“ESOP Scheme”) of the Company and may be granted equity-linked incentives representing up to 5% of the fully diluted capital base of the Company, subject to the terms of the ESOP Scheme and applicable laws.

Such entitlement shall be subject to vesting conditions over a period of five years and linked to achievement of performance parameters including EBITDA targets, in accordance with the

terms of grant and the ESOP Scheme as approved by the Board of Directors or Nomination and Remuneration Committee.

2. Perquisites and Benefits

In addition to the above remuneration, he shall be entitled to the following perquisites and benefits:

- Annual Leave: Entitled to 7 (seven) days of casual leave, 7 (seven) days of sick leave and 30 (thirty) days of privilege leave.
- Medical and insurance benefits for self and family
- Contribution to provident fund
- Gratuity payable in accordance with applicable laws and Company policy
- Leave encashment in accordance with Company policy
- Communication facilities
- Reimbursement of travel, entertainment and other out-of-pocket expenses incurred in connection with the Company's business
- Such other perquisites and benefits as per the policy of the Company.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year during his tenure as the Managing Director, Mr. Suresh Kalra be paid remuneration within the limits specified in Schedule V to the Act read with Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to alter, vary or modify the terms and conditions of the said appointment and/or remuneration within the limits specified under the Act and Schedule V thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company and/ or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

Resolution No. 3

Appointment of Mr. Harsh Malhotra (DIN: 10785742) as Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of Board of Directors, Mr. Harsh Malhotra (DIN: 10785742), who was appointed as an Additional Director of the Company with effect from January 23, 2026, who is eligible for appointment as a Director, 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 Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company and/ or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

Resolution No. 4

Appointment of Mr. Harsh Malhotra (DIN: 10785742) as Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Harsh Malhotra (DIN: 10785742) as Executive Director of the Company for a period of 5 (five) years with effect from January 23, 2026, whose office shall not be liable to retire by rotation, on the terms and conditions including remuneration set out below and as contained in the Employment Agreement dated January 23, 2026 entered into between the Company and Mr. Harsh Malhotra:

1. Remuneration

Mr. Harsh Malhotra shall be entitled to the following remuneration:

(a) Salary

Salary of Rs. 60,00,000 (Rupees Sixty Lakhs only) per annum, payable monthly in 12 (twelve) equal installments, with such annual increments as may be determined by the Board of Directors or Nomination and Remuneration Committee, based on merit and performance of the Company.

(b) Performance Bonus

Performance bonus of up to Rs. 60,00,000 (Rupees Sixty Lakhs only) per annum, linked to the achievement of EBITDA targets as agreed in the business plan and as may be determined by the Board of Directors or the Nomination and Remuneration Committee from time to time, subject to a maximum of 100% of the performance bonus.

The performance bonus shall be payable on a proportionate basis for the Financial Year 2025-26 and shall thereafter be determined annually based on achievement of the aforesaid performance parameters.

2. Perquisites and Benefits

In addition to the above remuneration, he shall be entitled to the following perquisites and benefits:

- Leave entitlement including casual leave, sick leave and privilege leave as per Company policy
- Medical and insurance benefits for self and family
- Contribution to provident fund
- Gratuity payable in accordance with applicable laws and Company policy
- Leave encashment in accordance with Company policy
- Communication facilities
- Reimbursement of travel, entertainment and other out-of-pocket expenses incurred in connection with the Company's business
- Such other perquisites and benefits as per the policy of the Company.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year during his tenure as the Executive Director, Mr. Harsh Malhotra be paid remuneration within the limits specified in Schedule V to the Act read with Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to alter, vary or modify the terms and conditions of the said appointment and/or remuneration within the limits specified under the Act and Schedule V thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by directors of the Company and/ or the company secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

Resolution No. 5

Appointment of Mr. Sunil Malhotra (DIN: 00361641) as Director (Non-Executive Non-Independent).

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee of the Company and approval of Board of Directors, Mr. Sunil Malhotra (DIN: 00361641), who was

appointed as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from January 23, 2026, who is eligible for appointment as a Director, 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 Director, be and is hereby appointed as a Director of the Company, designated as a Non-Executive Non-Independent Director, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company and/ or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

Resolution No. 6

Appointment of Ms. Prajnaparamita Sarkar (DIN: 08525955) as Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder, Regulations 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Prajnaparamita Sarkar (DIN: 08525955), who was appointed as an Additional Director of the Company, in Independent category, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing her candidature for the office of Director and who has consented to act as a Director of the Company and has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and whose name is included in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) consecutive years with effect from January 23, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company and/ or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

Resolution No. 7

Appointment of Mr. Parameswaranpillai Naga Prasad (DIN: 07430506) as Non-Executive Independent Director of the Company.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules thereunder, Regulations 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Parameswaranpillai Naga Prasad (DIN: 07430506), who was appointed as an Additional Director of the Company, in Independent category, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director and who has consented to act as a Director of the Company and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and whose name is included in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) consecutive years with effect from January 23, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company and/ or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

Resolution No. 8

Appointment of Mr. Rakesh Kumar Shrivastava (DIN: 03423423) as Non-Executive Independent Director of the Company.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules thereunder, Regulations 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rakesh Kumar Shrivastava (DIN: 03423423), who was appointed as an Additional Director of the Company, in Independent category, in terms of Section 161(1) of the Act and in respect of whom the Company has

received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director and who has consented to act as a Director of the Company and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and whose name is included in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) consecutive years with effect from January 23, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company and/ or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

By Order of the Board of Directors
For Indo Borax & Chemicals Limited

Sd/-
Pravin Chavan
Company Secretary & Compliance Officer
Membership No.: A16857

Date: March 16, 2026

Place: Mumbai

Registered Office: 302, Link Rose, Linking Road, Santacruz (West), Mumbai - 400 054, Maharashtra, India.

CIN: L24100MH1980PLC023177

Email: complianceofficer@indoborax.com

Website: www.indoborax.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with the Companies (Management and Administration) Rules, 2014, setting out all material facts in respect of the resolutions mentioned in this Postal Ballot Notice and additional information as required under Secretarial Standard-2 on General Meetings (“SS-2”), forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only in electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, March 13, 2026 (“Cut-Off Date”)** and whose e-mail addresses are registered with the Company/Depository Participants.

A person who is not a member as on the cut-off date shall treat this notice for information purposes only.

Members holding shares in dematerialised mode, who have not registered their email addresses, are requested to register the same with their respective Depository Participant (“DP”).

Members may note that this Notice will also be available on the Company’s website at www.indoborax.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of MUFG at <https://instavote.linkintime.co.in>.

3. In accordance with the MCA Circulars, physical copies of this Notice along with the Postal Ballot forms and the pre-paid business reply envelopes are not being sent to Members. Members are requested to provide their assent (FOR) or dissent (AGAINST) through remote e-voting only.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and SS-2, the Company has provided remote e-voting facility to its Members.

The Company has engaged the services of MUFG Intime India Private Limited (“MUFG”) for facilitating remote e-voting to enable the Members to cast their votes electronically.

5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details (such as bank account number, name of the bank and branch, MICR code, IFSC code), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to MUFG. Changes intimated to the DP will then be automatically reflected in the Company’s database.

Members holding shares in physical form are requested to intimate such changes to the Company’s Registrar and Transfer Agent, MUFG, at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 quoting their folio number.

6. The Voting rights of members shall be reckoned on the paid-up value of equity shares held by them as the Cut-Off date i.e., **Friday, March 13, 2026**.

Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.

Members whose email IDs are not registered are requested to contact the Depository or can update the same at <https://swayam.in.mpms.mufg.com/>.

7. The remote e-voting period commences on **Tuesday, March 17, 2026 at 9:00 A.M. (IST)** and ends on **Wednesday, April 15, 2026, at 5:00 P.M. (IST)**.

During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-Off date, may cast their vote electronically. The remote e-voting module shall be disabled by MUFG after the aforesaid date and voting shall not be allowed thereafter.

Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

8. The resolutions, if passed by requisite majority, shall be deemed to be have been passed on **Wednesday, April 15, 2026**, being the last date specified for remote e-voting. The resolutions passed through this Postal Ballot shall be deemed to have been passed as if they had been passed at a General Meeting of the Members.
9. The results of the Postal Ballot along with the Scrutinizer's Report shall be declared within two working days from the conclusion of the e-voting period and shall be uploaded on website of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and also on the website of the Company i.e., www.indoborax.com and website of MUFG at <https://instavote.linkintime.co.in>.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

METHOD 1 - NSDL OTP based login

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

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nSDL.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nSDL.com> Click on the “Login” tab available under ‘Shareholder/Member’ section.
- b) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

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

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

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

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

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

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

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

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

STEP 2: Steps to cast vote for Resolutions through InstaVote

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

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as

per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

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

STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

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

STEP 2 - Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' - Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

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

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 - Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.

- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](mailto:registered_email_address).

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

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

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

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

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

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

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

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

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

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

General Instructions - Shareholders

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

**EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on January 23, 2026, appointed Mr. Suresh Kalra (DIN: 02833715) as an Additional Director of the Company, not liable to retire by rotation, subject to the approval of the Members at the General Meeting.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the provisions of the Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, the brief profile and other details of Mr. Suresh Kalra are provided in “**Annexure-A**” to this Notice.

Members may note that the following requisite declarations have been furnished by the Director:

- i. consent in writing to act as director in Form DIR-2;
- ii. disclosure of interest in Form MBP-1 under Section 184(1) of the Companies Act, 2013;
- iii. declaration in Form DIR-8 under Section 164(2) of the Companies Act, 2013 that he is not disqualified from being appointed as a Director;
- iv. declaration that he is not debarred from holding the office of Director by any SEBI order or other authority.

The Company has also received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Suresh Kalra for appointment as a Director.

Pursuant to the Regulation 17(1C) of the Listing Regulations, the approval of the members of the Company is required to be taken within a period of three months from date of his/her appointment or at the next general meeting, whichever is earlier.

In the opinion of the Board, Mr. Suresh Kalra fulfils the conditions specified in the Companies Act, 2013, for appointment as a Director and his experience and expertise will bring valuable insights to the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 1 of this Notice for the approval of Members.

Except Mr. Suresh Kalra, being the appointee Director and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Item No. 2

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on January 23, 2026, appointed Mr. Suresh Kalra (DIN: 02833715) as Managing Director and designated him as Chief Executive Officer (CEO) of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from January 23, 2026, subject to the approval of the Members at the General Meeting, on the terms

and remuneration as mentioned in the resolution provided above and the employment agreement dated January 23, 2026 entered into between the Company and Mr. Suresh Kalra.

The Company has adequate profits and is able to pay remuneration to the Managing Director in terms of Section 197 read with Part II Section I of Schedule V to the Companies Act, 2013 (“Act”). However, in the event of loss or inadequacy of profits in any financial year during the tenure of his office, the remuneration proposed in the resolution shall be payable to Mr. Suresh Kalra in accordance with the limits specified under Section II of Part II of Schedule V to the Act, for a period not exceeding three (3) years from the date of his appointment and thereafter the Company shall seek approval of the Members from time to time for continuation of such remuneration in accordance with the applicable provisions of the Act.

Accordingly, the following information, as required under Section II of Part II of Schedule V to the Act, is provided:

1. General Information:

1.1 **Nature of Industry** - The Company is engaged in the business of Chemical products which include Boric Acid Technical Grade Powder & Granular, Boric Acid IP Grade (Indian Pharmacopoeia Grade), Di-Sodium Octaborate Tetrahydrate (DOT) and Boron Oxide.

1.2 **Date or expected date of commencement of commercial production** - The Company has been operational since last Forty years.

1.3 **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - Not Applicable.

1.4 **Financial performance based on given indicators** - The following are the results of the Company for the last three years, at glance:

Particular	(Rs. in Lakhs)		
	2024-25	2023-24	2022-23
Turnover	17,526.11	19,130.30	21,496.93
Profit/(Loss) before tax	5,782.80	5,147.79	6,854.61
Profit/(Loss) after tax	4,188.20	3,841.24	5,039.38
Net worth	33,372.32	29,259.83	25,480.55

1.5 **Foreign Investments or collaborations, if any**- Not applicable

2. Information about the Appointee

- i. **Background Details:** Mr. Suresh Kalra, aged 52 years, is an Engineering Graduate with a Master of Business Administration and brings with him over 25 years of extensive experience in the chemical and allied industries. He has significant expertise in global operations, profit and loss management, strategic planning and business expansion across international markets.

During his professional career, he has held several senior leadership positions in reputed multinational organizations. Prior to joining the Company, he served as Chief Executive Officer and Whole-time Director at Aquapharm Chemical Limited. Prior to that, he held the position of Managing Director - India and President - Asia at Hubergroup Germany.

He also worked with SI Group (USA) for nearly 8 years as Managing Director and Vice

President, where he led the Asia Pacific chemical intermediates operations and served on the boards of group companies in Singapore and Korea. He has also held senior leadership roles at Pidilite Industries Limited, Valvoline Cummins Limited and W.R. Grace. He began his professional journey in sales with Chevron and Total Energies.

Through his diverse professional experience across global organizations, Mr. Suresh Kalra has developed strong capabilities in operational leadership, business strategy, market expansion and organizational growth.

ii. **Past Remuneration drawn by the appointee:**

Financial Year	Amount (Rs.)
2025-26	3,50,00,000/- per annum will be drawn on a proportionate basis
2024-25	NA
2023-24	NA

iii. **Recognitions or Awards:** Not Applicable.

iv. **Job Profile and suitability:** Mr. Suresh Kalra has been appointed as Managing Director and designated as Chief Executive Officer (CEO) of the Company for a period of five (5) years w.e.f. January 23, 2026, subject to the approval of the Members.

As Managing Director and CEO, he will be responsible for overall management of the Company's operations, strategic planning, business development and execution of long-term growth strategies, under the supervision and control of the Board of Directors.

Considering his extensive leadership experience in the chemical industry, international business operations and strategic management, the Board is of the view that Mr. Suresh Kalra possesses the requisite expertise, leadership skills and industry knowledge required to guide the Company's future growth and strengthen its operational capabilities.

Accordingly, the Board believes that his appointment as Managing Director and Chief Executive Officer will be beneficial for the Company's long-term growth and value creation.

v. **Remuneration Proposed:** The detailed terms and conditions of remuneration payable to Mr. Suresh Kalra are set out in the resolution forming part of this Notice and in the Employment Agreement entered into between the Company and Mr. Suresh Kalra. The said remuneration is approved by the Nomination & Remuneration Committee and the Board of Directors of the Company.

vi. **Comparative Remuneration profile with respect to industry, size of the Company, profile of position and person:** The remuneration proposed to be paid to Mr. Suresh Kalra is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Suresh Kalra before recommending the remuneration as proposed hereinabove.

vii. **Pecuniary relationship, directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any:** Apart from the suggested

remuneration, there are no additional financial relationships between Mr. Suresh Kalra and the Company.

3. Other Information

- i. **Reasons of loss or inadequate profits:** Not Applicable.
- ii. **Steps taken or proposed to be taken for improvement:** Not Applicable.
- iii. **Expected increase in productivity and profits in measurable terms:** Not Applicable.

A copy of the Employment Agreement entered into between the Company and Mr. Suresh Kalra, Managing Director of the Company, setting out the terms and conditions of his appointment, will be available for inspection by the Members at the Registered Office of the Company, without any fee, during normal business hours (9:00 a.m. to 5:00 p.m.) on any working day, except Saturdays and Sundays, up to the last date of e-voting. The same is also available on the website of the Company at www.indoborax.com.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended, read with the provisions of the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the brief profile and other details of Mr. Suresh Kalra are provided in "Annexure-A" to this Notice.

In the opinion of the Board, Mr. Suresh Kalra fulfils the conditions specified in the Act for appointment as a Managing Director and his experience and expertise will bring valuable insights to the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 2 of this Notice for the approval of Members.

Except Mr. Suresh Kalra, being the appointee Director and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

Item No. 3

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on January 23, 2026, appointed Mr. Harsh Malhotra (DIN: 10785742) as an Additional Director of the Company, not liable to retire by rotation, subject to the approval of the Members at the General Meeting.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the brief profile and other details of Mr. Harsh Malhotra are provided in "Annexure-A" to this Notice.

Members may note that the following requisite declarations have been furnished by the Director:

- i. consent in writing to act as director in Form DIR-2;
- ii. disclosure of interest in Form MBP-1 under Section 184(1) of the Companies Act, 2013;
- iii. declaration in Form DIR-8 under Section 164(2) of the Companies Act, 2013 that he is not disqualified from being appointed as a Director;
- iv. declaration that he is not debarred from holding the office of Director by any SEBI order or other authority.

The Company has also received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Harsh Malhotra for appointment as a Director.

Pursuant to the Regulation 17(1C) of the Listing Regulations, the approval of the members of the Company is required to be taken within a period of three months from date of his/her appointment or at the next general meeting, whichever is earlier.

In the opinion of the Board, Mr. Harsh Malhotra fulfils the conditions specified in the Companies Act, 2013 for appointment as a Director and his experience and expertise will bring valuable insights to the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for the approval of Members.

Except Mr. Harsh Malhotra, being the appointee Director, Mr. Sunil Malhotra, being the father of the appointee Director, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on January 23, 2026, appointed Mr. Harsh Malhotra (DIN: 10785742) as a director designated as Executive Director of the Company, not liable to retire by rotation, subject to the approval of the Members at the General Meeting, on the terms and remuneration as mentioned in the resolution provided above.

The Company has adequate profits and is able to pay remuneration to the Executive Director in terms of Section 197 read with Part II Section I of Schedule V to the Companies Act, 2013. However, in the event of loss or inadequacy of profits in any financial year during the tenure of his office, the remuneration proposed in the resolution shall be payable to Mr. Harsh Malhotra in accordance with the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 for a period not exceeding three (3) years from the date of his appointment and thereafter the Company shall seek approval of the Members from time to time for continuation of such remuneration in accordance with the applicable provisions of the Act. Accordingly, the following information as required under Section II of Part II of Schedule V to the Companies Act, 2013 is provided:

1. General Information:

1.1 Nature of Industry - The Company is engaged in the business of Chemical products which include Boric Acid Technical Grade Powder & Granular, Boric Acid IP Grade (Indian Pharmacopoeia Grade), Di-Sodium Octaborate Tetrahydrate (DOT) and Boron Oxide.

1.2 Date or expected date of commencement of commercial production - The Company has been operational since last Forty years.

1.3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - Not Applicable.

1.4 **Financial performance based on given indicators** - The following are the results of the Company for the last three years, at glance:

Particular	(Rs. in Lakhs)		
	2024-25	2023-24	2022-23
Turnover	17,526.11	19,130.30	21,496.93
Profit/(Loss) before tax	5,782.80	5,147.79	6,854.61
Profit/(Loss) after tax	4,188.20	3,841.24	5,039.38
Net worth	33,372.32	29,259.83	25,480.55

1.5 **Export performance and foreign exchange earned** - No such activity for the financial year ended March 31, 2025.

1.6 **Foreign Investments or collaborations, if any**- Not applicable

2. Information about the Appointee

- i. **Background Details:** Mr. Harsh Malhotra holds a Master of Science in International Business from Ivey Business School and a Bachelor of Commerce from McGill University. He has over 10 years of experience in high-volume operations, supply chain management and strategic capital allocation.

He has previously worked with Amazon, where he gained experience in large-scale operational systems and supply chain processes. He is currently active in the Indian business ecosystem as an investor and operator, focusing on building and supporting ventures with an emphasis on scalable systems, operational efficiency and sustainable growth.

Through his exposure to global business practices and entrepreneurial ecosystems, Mr. Harsh Malhotra has developed expertise in operational strategy, supply chain optimization and business scalability in dynamic market environments.

- ii. **Past Remuneration drawn by the appointee:**

Financial Year	Amount (Rs.)
2025-26	60,00,000/- per annum will be drawn on a proportionate basis
2024-25	NA
2023-24	NA

- iii. **Recognitions or Awards:** Not Applicable.

- iv. **Job Profile and suitability:** Mr. Harsh Malhotra has been appointed as Executive Director of the Company for a period of five (5) years with effect from January 23, 2026, subject to approval of the Members.

As Executive Director, he will be responsible for supporting the strategic and operational management of the Company, including strengthening operational processes, improving efficiency and supporting business growth initiatives.

Considering his experience in high-volume operations, supply chain management and strategic investment, along with his exposure to global business practices, the Board is of the opinion that Mr. Harsh Malhotra possesses the necessary skills and expertise to contribute effectively to the Company's operations and growth strategy.

Accordingly, the Board believes that his appointment as Executive Director will add

value to the Company's management capabilities and future growth plans.

- v. **Remuneration Proposed:** The detailed terms and conditions of remuneration payable to Mr. Harsh Malhotra are set out in the resolution forming part of this Notice and in the Employment Agreement entered into between the Company and Mr. Harsh Malhotra.
- vi. **Comparative Remuneration profile with respect to industry, size of the Company, profile of position and person:** The remuneration proposed to be paid to Mr. Harsh Malhotra is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Harsh Malhotra before recommending the remuneration as proposed hereinabove.
- vii. **Pecuniary relationship, directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any:** Apart from the suggested remuneration, there are no additional financial relationships between Mr. Harsh Malhotra and the Company. He is son of Mr. Sunil Malhotra who is proposed to be appointed as a Director (Non- Executive and Non- Independent) in the Board of the company.

3. Other Information

- i. **Reasons of loss or inadequate profits:** Not Applicable.
- ii. **Steps taken or proposed to be taken for improvement:** Not Applicable.
- iii. **Expected increase in productivity and profits in measurable terms:** Not Applicable.

A copy of the Employment Agreement entered into between the Company and Mr. Harsh Malhotra, Executive Director of the Company, setting out the terms and conditions of his appointment, will be available for inspection by the Members at the Registered Office of the Company, without any fee, during normal business hours (9:00 a.m. to 5:00 p.m.) on any working day, except Saturdays and Sundays, up to the last date of e-voting. The same is also available on the website of the Company at www.indoborax.com.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended, read with the provisions of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the brief profile and other details of Mr. Harsh Malhotra are provided in "**Annexure-A**" to this Notice.

In the opinion of the Board, Mr. Harsh Malhotra fulfils the conditions specified in the Act for appointment as an Executive Director and his experience and expertise will bring valuable insights to the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for the approval of Members.

Except Mr. Harsh Malhotra, being the appointee Director, Mr. Sunil Malhotra, being the father of the appointee Director, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the accompanying Notice.

Item No. 5

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on January 23, 2026, appointed Mr. Sunil Malhotra (DIN: 00361641) as an Additional Director of the Company in the category of Non-Executive – Non-Independent Director, liable to retire by rotation, subject to the approval of the Members at the General Meeting.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the provisions of the Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, the brief profile and other details of Mr. Sunil Malhotra are provided in “**Annexure-A**” to this Notice.

Members may note that the following requisite declarations have been furnished by the Director:

- i. consent in writing to act as director in Form DIR-2;
- ii. disclosure of interest in Form MBP-1 under Section 184(1) of the Companies Act, 2013;
- iii. declaration in Form DIR-8 under Section 164(2) of the Companies Act, 2013 that he is not disqualified from being appointed as a Director;
- iv. declaration that he is not debarred from holding the office of Director by any SEBI order or other authority.

The Company has also received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sunil Malhotra for appointment as a Director.

Pursuant to the Regulation 17(1C) of the Listing Regulations, the approval of the members of the Company is required to be taken within a period of three months from date of his/her appointment or at the next general meeting, whichever is earlier.

Mr. Sunil Malhotra brings with him over 38 years of rich entrepreneurial and business experience in building, scaling and strategically managing businesses across diverse sectors. He has been associated with iBankers Securities Inc., USA, and has gained valuable exposure to global financial markets and investment strategies. He is also an active investor across multiple private equity funds and is currently a Designated Partner at She Capital LLP, a pioneering fund focused on supporting and scaling women-led businesses in India. Considering his extensive business experience, strategic acumen and deep understanding of investment and financial markets, the Board is of the opinion that his association will provide valuable guidance to the Company in its strategic and business initiatives. Accordingly, the Board believes that his appointment as a Non-Executive Non-Independent Director will be beneficial to the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for the approval of Members.

Except Mr. Sunil Malhotra, being the appointee Director, Mr. Harsh Malhotra, being the son of the appointee Director and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Item Nos. 6, 7 & 8

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on January 23, 2026, appointed Ms.

Prajnaparamita Sarkar (DIN: 08525955), Mr. Parameswaranpillai Naga Prasad (DIN: 07430506) and Mr. Rakesh Kumar Shrivastava (DIN: 03423423) as Additional Directors of the Company in the category of Non-Executive - Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from January 23, 2026, subject to the approval of the Members at the General Meeting.

In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Board has identified that the role of Independent Directors requires individuals with strong professional expertise, integrity, strategic insight and experience in areas such as business management, finance, governance and risk oversight so as to provide independent judgement on matters relating to strategy, performance and governance of the Company. Considering the qualifications, experience and expertise possessed by the proposed Independent Directors, the Board is of the opinion that they collectively possess the necessary skills and capabilities required for the role and are well suited to contribute effectively to the deliberations of the Board and its Committees and to provide independent and objective guidance in the best interests of the Company and its stakeholders.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended, read with the provisions of the Secretarial Standard - 2 on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, the brief profile and other details of Ms. Prajnaparamita Sarkar, Mr. Parameswaranpillai Naga Prasad and Mr. Rakesh Kumar Shrivastava are provided in "**Annexure-B**" to this Notice.

Members may note that the following requisite declarations have been furnished by the Directors:

- i. consent in writing to act as director in Form DIR-2;
- ii. disclosure of interest in Form MBP-1 under Section 184(1) of the Companies Act, 2013;
- iii. declaration in Form DIR-8 under Section 164(2) of the Companies Act, 2013 that they are not disqualified from being appointed as a Director;
- iv. declaration that they are not debarred from holding the office of Director by any SEBI order or other authority;
- v. declaration of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations; and
- vi. confirmation that their names are included in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing their candidature for the office of Director.

Pursuant to the Regulation 17(1C) of the Listing Regulations, the approval of the members of the Company is required to be taken within a period of three months from date of his/her appointment or at the next general meeting, whichever is earlier.

Copy of the draft letters for appointment of the Appointee Directors as Independent Directors of the Company setting out terms and conditions of their appointment would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day except Saturdays and Sundays upto the last date of e-voting and are also placed on website of the Company at www.indoborax.com.

The Board is of the opinion that Ms. Prajnaparamita Sarkar, Mr. Parameswaranpillai Naga Prasad and Mr. Rakesh Kumar Shrivastava are persons of integrity and possess the qualifications, experience and expertise required for the role of Independent Directors. In the

view of the Board, they collectively possess the necessary skills and capabilities, including experience in areas such as business management, governance, strategic oversight and risk management, to provide independent judgement on matters relating to strategy, performance and governance of the Company. The Board further believes that their appointment will enable them to contribute effectively to the deliberations of the Board and its Committees and provide independent and objective guidance in the best interests of the Company and its stakeholders. They fulfil the conditions specified under the Companies Act, 2013 and Listing Regulations for appointment as Independent Directors and are independent of the management of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item Nos. 6, 7 & 8 of this Notice for the approval of Members.

Except Ms. Prajna Paramita Sarkar, Mr. Parameswaranpillai Naga Prasad and Mr. Rakesh Kumar Shrivastava, being the appointee Directors and their respective relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item Nos. 6, 7 & 8 of the accompanying Notice.

By Order of the Board of Directors
For Indo Borax & Chemicals Limited

Sd/-
Pravin Chavan
Company Secretary & Compliance Officer
Membership No.: A16857

Date: March 16, 2026

Place: Mumbai

Registered Office: 302, Link Rose, Linking Road, Santacruz (West), Mumbai - 400 054, Maharashtra, India.

CIN: L24100MH1980PLC023177

Email: complianceofficer@indoborax.com

Website: www.indoborax.com

Annexure A

In pursuance of the provisions of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, details of Director seeking appointment vide Item nos. 1 - 5 are as below:

Sr. No.	Particulars	Details		
1.	Name of the Person	Mr. Suresh Kalra	Mr. Harsh Malhotra	Mr. Sunil Malhotra
2.	DIN	02833715	10785742	00361641
3.	Date of Birth	September 05, 1973	August 16, 1993	October 09, 1965
4.	Age	52 years	32 years	60 years
5.	Date of Appointment	January 23, 2026	January 23, 2026	January 23, 2026
6.	Expertise	Global operations, P&L management, strategic planning and business expansion	High-volume operations, supply chain leadership and strategic capital allocation	Building, scaling, and strategically working with multiple businesses across diverse sectors
7.	Experience	25 years	10 years	38 years
8.	Brief Resume	He served as CEO and Whole-time Director at Aquapharm Chemical Limited. Prior thereto, as Managing Director - India and President - Asia at Hubergroup Germany. He spent eight years at SI Group (USA) as Managing Director and Vice President, leading Asia Pacific chemical intermediates operations and serving on boards in Singapore and Korea. Earlier roles include senior leadership at Pidilite Industries, Valvoline Cummins, and W.R. Grace, starting with sales at Chevron and Total Energies.	Mr. Harsh Malhotra specializes in implementing scalable systems and driving operational efficiency in volatile markets. He has worked with Amazon in the past and is currently, he is active in the Indian ecosystem as an investor and operator, building ventures with a focus on sustainable growth.	He has been associated with iBankers Securities Inc., USA. In addition to his entrepreneurial pursuits, he is an active investor across multiple private equity funds. He is a designated partner at She Capital LLP, a pioneering fund focused on supporting and scaling women-led businesses in India.

9.	Qualifications	Engineering Graduate with MBA	Master of Science in International Business from the Ivey Business School, Bachelor of Commerce from McGill University	B.Com
10.	Term of Appointment	With effect from January 23, 2026, Mr. Suresh Kalra shall be Managing Director and Chief Executive Officer of the Company for a period of 5 years	With effect from January 23, 2026, Mr. Harsh Malhotra shall be Executive Director of the Company for a period of 5 years	With effect from January 23, 2026, Mr. Sunil Malhotra shall be Director (Non-Executive Non-Independent) of the Company for a period of 5 years
11.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
12.	Shareholding of Executive/Non-Executive Directors in the Listed entity, including shareholding as a beneficial owner	NIL	NIL	98,82,230 equity shares of the Company through Zenrock Chemicals Private Limited.
13.	Relationship with other Directors, Manager and Other Key Managerial Personnel	Not related to any of the directors of the Company.	Mr. Harsh Malhotra is the son of Mr. Sunil Malhotra	Mr. Sunil Malhotra is the father of Mr. Harsh Malhotra.

14.	Details of remuneration sought to be paid	As mentioned in the resolution No. 2	As mentioned in resolution No. 4	As mentioned in resolution No. 5
15.	Remuneration last drawn by such person, if applicable	Not Applicable	Not Applicable	Not Applicable
16.	No. of Meetings of the Board attended during the year i.e. 2025-26	1 (One)	1 (One)	1 (One)

Annexure B

In pursuance of the provisions of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, details of Director seeking appointment vide Item nos. 6 - 8 are as below:

Sr. No.	Particulars	Details		
1.	Name of the Director	Ms. Prajnaparamita Sarkar	Mr. Parameswaranpillai Naga Prasad	Mr. Rakesh Kumar Shrivastava
2.	DIN	08525955	07430506	03423423
3.	Date of Birth	October 26, 1968	May 30, 1960	August 27, 1957
4.	Age	57 years	65 years	68 years
5.	Date of Appointment	January 23, 2026	January 23, 2026	January 23, 2026
6.	Expertise	Leading business and talents in specialty chemicals, flavours and fragrances, food ingredients and chemical value chain	Risk management and strategic planning	Policy, administration, environmental economics, project appraisal, rural, industrial and urban development
7.	Experience	33 years	37 years	37 years
8.	Brief Resume	She has worked in a variety of functional and general management roles, P&L management, sales, manufacturing, research and development, across multiple organisations like Givaudan, BASF, Clariant, ICI, INDAL, across multiple operating divisions including aroma, human and animal nutrition and pharma ingredients, polymers and personal care in	He is a qualified banking professional possessing over 37 years of experience with State Bank of India at senior executive positions. He has extensive expertise in corporate banking, project finance, infrastructure lending, international banking, risk management, team leadership, and strategic planning.	He is an Indian Administrative Services officer belonging to the batch of 1993 with administrative working experience at various senior governmental posts. His career includes serving as Managing Director of Madhya Pradesh State Agro Industries Development Corporation, Commissioner of Excise, Madhya Pradesh, Commissioner and

		various leadership capacities.		Managing Director of Madhya Pradesh State Agricultural Marketing Board, and Chairman of Madhya Pradesh State Environment Impact Assessment Authority.
9.	Qualifications	Chemical engineer, holding post-graduate in Business Management; accredited Independent Director certified by the Indian Institute of Corporate Affairs	Post-graduate (M.Sc.) and CAIIB qualified banking professional	MTech
10.	Term of Appointment	With effect from January 23, 2026, Ms. Prajnaparamita Sarkar shall be Independent Director of the Company for a period of 5 years	With effect from January 23, 2026, Mr. Parameswaranpillai Naga Prasad shall be Independent Director of the Company for a period of 5 years	With effect from January 23, 2026, Mr. Rakesh Kumar Shrivastava shall be Independent Director of the Company for a period of 5 years

11.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL	Independent director on the board of Axis Bank Limited and is chairman of the credit committee and customer service committee of the Board of Axis Bank Limited. He also serves as independent director on the boards of Styrenix Performance Materials Limited, Asset Reconstruction Company (India) Limited, National e-Governance Services Limited, and Insolvency Professional Agency of Institute of Cost Accountants of India Limited. He has also served as director on the board of Jyoti CNC Automation Limited.	NIL
12.	Shareholding of Non-Executive Directors in the Listed entity, including shareholding as a beneficial owner	NIL	NIL	NIL
13.	Relationship with other Directors, Manager and Other Key Managerial Personnel	Not related to any of the directors of the Company.	Not related to any of the directors of the Company.	Not related to any of the directors of the Company.
14.	Details of remuneration sought to be paid	Sitting fees for attending Board and Committee Meetings, if any,	Sitting fees for attending Board and Committee Meetings, if any,	Sitting fees for attending Board and Committee Meetings, if any,

		where he is a member.	where he is a member.	where he is a member.
15.	Remuneration last drawn by such person, if applicable	Not Applicable	Not Applicable	Not Applicable
16.	No. of Meetings of the Board attended during the year i.e. 2025-26	1 (One)	1 (One)	1 (One)
17.	Skills and capabilities required for the role and the manner in which the Independent Director meets the requirements.	Refer to the Explanatory Statement annexed to this Notice	Refer to the Explanatory Statement annexed to this Notice	Refer to the Explanatory Statement annexed to this Notice