

September 03, 2025

BSE Limited
 Department of Corporate Services,
 Floor 25, Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai 400 001
Scrip Code No: 542665
Debt Segment: 977028

National Stock Exchange of India Limited
 Listing Department,
 Exchange Plaza, C-1, Block G
 BKC, Bandra (E), Mumbai – 400051
Company Symbol: NEOGEN

Sub: Notice of 36th Annual General Meeting (AGM) and Submission of Annual Report for the financial year 2024-25 and Intimation of Book Closure and Cut-off.

Ref: Compliance under Regulation 34, 42 and 53(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/Madam,

In continuation to our letter dated August 2, 2025, intimating that the 36th AGM of the Company will be held on **Friday, September 26, 2025 at 5.00 p.m.** (IST) through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (‘MCA’) and Securities and Exchange Board of India (‘SEBI’) and pursuant to Regulation 34, 42, 53(2) and other relevant regulations of the Listing Regulations, we are submitting herewith the Annual Report of the Company along with the Notice of the 36th AGM and other Statutory Reports for the F.Y. 2024-25 and the same is also available on the website of the Company at <https://neogenchem.com/annual-reports-2/> and on the website of MUGF Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company (‘RTA’) at <https://instavote.linkintime.co.in/>.

The Annual Report including Notice of 36th AGM is being sent through electronic mode to all those members whose email IDs are registered with the Company or the RTA or the Depository Participant(s) (‘DPs’). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending letters to Members, whose e-mail addresses are not registered with Company/RTA/DP(s), providing the weblink from where the Annual Report can be accessed on the Company’s website. The annual report for F.Y. 2024-25 can be directly accessed at https://neogenchem.com/wp-content/uploads/Neogen-Chemicals_AR25_Final.pdf.

Further, in terms of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to its Members to exercise their right to vote by electronic means (both remote e-voting as well as e-voting during the 36th AGM) using the electronic voting platform provided by the RTA.

The details pertaining to (i) registering/updating KYC and other details (ii) E-voting Instructions (iii) Dividend and Taxation of Dividend and (iv) process to attend the 36th AGM through VC/OAVM are set out in the Notes to the Notice of 36th AGM.

In this regard, kindly take note of the details in relation to the 36th AGM of the Company:

Sr. No.	Particulars	Details
1.	Cut-off / Record Date for determining eligibility of members to vote on the resolutions set out in the Notice of the 36th AGM or to attend the AGM and final dividend for the F.Y. 2024-25.	Friday, September 19, 2025
2.	Closure of register of members and the share transfer books of the company for the purpose of the 36th AGM.	Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive)
3.	Remote e-voting period:	
	Commencement of remote e-voting period.	Tuesday, September 23, 2025, at 9:00 a.m. (IST)

	Conclusion of remote e-voting period.	Thursday, September 25, 2025, at 5:00 p.m. (IST)
4.	E-voting during the AGM (available to those members who were not able to vote during the remote e-voting period):	
	Commencement of e-voting during the AGM.	Friday, September 26, 2025, at 5.00 p.m.
	Conclusion of e-voting during the AGM.	On completion of 30 minutes from the time of the conclusion of the AGM.
5.	E-voting website links (please use as applicable)	www.evoting.nsdl.com/ https://eservices.nsdl.com https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration https://instavote.linkintime.co.in/
6.	E-voting Event Number (EVEN)	250620

The above details are also being uploaded at the website of the Company at https://neogenchem.com/financial-performance/#all_tab|1.

Kindly take the above information on your record.

Thanking you,
 Yours faithfully,
For Neogen Chemicals Limited

Unnati Kanani
Company Secretary & Compliance Officer
Membership No: A35131
Encl: As above

Notice of 36th Annual General Meeting

Notice is hereby given that the 36th Annual General Meeting (“the AGM”) of the members of **Neogen Chemicals Limited** (“the Company”) will be held on Friday, September 26, 2025, at 05:00 P.M. IST through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OVAM’) to transact the following businesses:

ORDINARY BUSINESS:

1) To receive, consider and adopt the:

- a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with Reports of the Board of Directors & Auditors’ thereon; and

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

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

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

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

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

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

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

“**RESOLVED THAT** a final dividend of ₹ 1 on each fully paid-up equity share of a face value of ₹ 10 each of the Company for the year ended March 31, 2025, as recommended by the Board of Directors, be and is hereby declared and approved for the financial year

ended March 31, 2025 and the same be paid out of the profits of the Company.”

3) To appoint a director in place of Anurag Surana (DIN: 00006665), Non-Executive Non-Independent Director who retires by rotation and being eligible offers himself for re-appointment.

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

“**RESOLVED THAT** Anurag Surana (DIN: 00006665), who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed a Non-Executive Non-Independent Director of the Company.”

SPECIAL BUSINESS:

4) To re-appoint Mr. Shyamsunder Upadhyay, as a Whole-Time Director of the company and to fix his remuneration.

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 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Articles of Association of the Company, and on recommendation of the Nomination and Remuneration committee and approval of the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Shyamsunder Upadhyay (DIN: 07274873), as the Whole-time Director of the Company, liable to retire by rotation, for a further term of 3 (three) consecutive years commencing from October 1, 2025 until September 30, 2028 (both days inclusive), on such terms and conditions including remuneration as set out in the agreement, the abstract of which is given in explanatory statement annexed to this Notice, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid in the

event of loss or inadequacy of profits in any financial year during the tenure of his appointment, with authority to the Board of Directors (hereinafter referred to as “**the Board**” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or to recommend/decide from time to time the remuneration (including annual increments, perquisites and incentives along with the performance bonus and commission) payable to Mr. Shyamsunder Upadhyay (DIN: 07274873) during his tenure subject to the same not exceeding the then existing limits specified under Section 197, read with Schedule V of the Act (including any amendments, modifications made hereinafter in this regard) and Listing Regulations and in such manner as may be agreed to between the Board and Mr. Shyamsunder Upadhyay (DIN: 07274873) without any further reference to the members in General Meeting;

RESOLVED FURTHER THAT the Board/Committee(s) of the Board of the Company, any of the Directors, Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things (including the power to sub-delegate) as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, making application, filing of requisite forms/ documents with the Registrar of Companies and/ or such other authorities as may be necessary for the said purpose; issuing clarification and make submissions to various authorities; to sign, seal, execute and submit the necessary documents, letters, deeds and agreement to the concerned authorities; to resolve and settle any questions/difficulties that may arise with respect to the said re- appointment of Mr. Shyamsunder Upadhyay (DIN: 07274873) as a Whole-time Director and to authorize such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit in the best interest of the Company, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.”

5) To appoint Mr. Triplicane Commandoor Narasimhan Sai Krishnan as an Executive Director of the company and to fix his remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and 198 read with Schedule V and

all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Articles of Association of the Company, and on recommendation of the Nomination and Remuneration committee and approval of the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for the appointment of Mr. Triplicane Commandoor Narasimhan Saikrishnan (DIN: 10498119), who has signified his consent in Form DIR-2, as an Executive Director of the Company, liable to retire by rotation, for first term of 5 consecutive years commencing from October 1, 2025 until September 30, 2030 (both days inclusive), on such terms and conditions including remuneration as set out in the agreement, the abstract of which is given in explanatory statement annexed to this Notice, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, with authority to the Board of Directors (hereinafter referred to as “**the Board**” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/ or to recommend/decide from time to time the remuneration (including annual increments, perquisites and incentives along with the performance bonus and commission) payable to Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) during his tenure subject to the same not exceeding the then existing limits specified under Section 197, read with Schedule V of the Act (including any amendments, modifications made hereinafter in this regard) and Listing Regulations and in such manner as may be agreed to between the Board and Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) without any further reference to the members in General Meeting;

RESOLVED FURTHER THAT the Board/Committee(s) of the Board of the Company, any of the Directors, Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things (including the power to sub-delegate) as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, making application, filing of requisite forms/ documents with the Registrar of Companies and/ or such other authorities as may be

necessary for the said purpose; issuing clarification and make submissions to various authorities; to sign, seal, execute and submit the necessary documents, letters, deeds and agreement to the concerned authorities; to resolve and settle any questions/difficulties that may arise with respect to the said appointment of Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) as an Executive Director and to authorize such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit in the best interest of the Company, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.”

6) To appoint M/s. DVD & Associates, Practicing Company Secretaries as Secretarial Auditors of the company for a first term of five consecutive years:

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

“**RESOLVED THAT** pursuant to the provisions of regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended and other applicable laws, if any, and the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s DVD & Associates, (PR No. 1164/2021), Practicing Company Secretaries (Firm Registration Number: S2016MH35900D), be and is hereby appointed as Secretarial Auditor of the Company for a first term of five consecutive years commencing from F.Y. 2025-26 till F.Y. 2029-30 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the aforesaid period, at such fees, plus applicable taxes and other out-of-pocket expenses as stated in the statement annexed herewith.

FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof), any one of the Directors, the Chief Financial Officer or the Company Secretary of the Company, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

7) Ratification of remuneration payable to cost auditor:

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

“**RESOLVED THAT** pursuant to the provisions of section 148(3) of the Companies Act, 2013, read with Companies (Cost Records and Audit Rules), 2014, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory enactment, amendments or modifications thereto from time to time) and on recommendation of the Audit committee and approval of the Board of Directors of the Company, the members of the Company hereby ratifies and approves the appointment of Kishore Bhatia & Associates, Cost Accountants, with Firm Registration Number- 00294, as the Cost Auditors of the Company, to verify and review the cost records and conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026, at a remuneration of ₹ 4,50,000/- (Rupees Four Lakh and Fifty Thousand) plus applicable taxes and reimbursement of out-of-pocket expenses, if any.

FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof), any one of the Directors, the Chief Financial Officer or the Company Secretary of the Company, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By order of the Board of Directors
For **Neogen Chemicals Limited**

Unnati Kanani

Company Secretary &
Compliance Officer

Membership No.: A35131

Place: Thane

Date: August 2, 2025

Regd. Office Address:

Office No. 1002, 10th Floor Dev Corpora

Bldg., Opp. Cadbury Co, Pokhran Road No.2

Khopat, Thane 400601

Tel: +91 22 2549 7300 Fax: +91 22 25497399

Email: investor@neogenchem.com

Website: www.neogenchem.com

CIN No.:L24200MH1989PLC050919

Notes

1. The Ministry of Corporate Affairs (MCA) vide its general circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 and 03/2022 dated May 5, 2022, 10/2022 dated December 8, 2022, 09/2023 dated September 25, 2023, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, (collectively referred to as **MCA Circulars**) and the Securities and Exchange Board of India vide its circulars No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated 12 May 2020, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated January 15, 2021, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022, SEBI/ HO/ CFD/ PoD-2/ P/ CIR/ 2023/ 4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as **SEBI Circulars**) has permitted the holding of the AGM through VC /OAVM, without the physical presence of the members at a common venue till September 30, 2025. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) and MCA Circulars, the 36th AGM of the Company is being held through VC / OAVM. The members can attend and participate in the AGM through VC/OAVM. The detailed procedure for participating in the meeting through VC/ OAVM forms part of these notes. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. In terms of Section 102 of the Companies Act, 2013 (“**the Act**”) and SS-2 on General Meetings, an explanatory statement setting out the material facts concerning special business under item no. 4 to 7 to be transacted at the AGM is annexed and forms part of this Notice.
3. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and SS-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
4. Since the AGM will be held through VC/ OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice and accordingly the facility for appointment of proxies by the members will not be available and physical attendance of Members has been dispensed with. Participation of members through VC/OAVM will be counted for the purpose of determining quorum for the AGM as per section 103 of the Act.
5. Members who have questions or seeking clarifications on the Annual Report or on the proposals as contained in this Notice are requested to send e-mail to the Company on investor@neogenchem.com on or before 5.00 p.m. on Thursday, September 25, 2025 to enable the Company to compile and provide replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process.
6. The Company will allot time for members to express their views or give comments during the meeting. The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID- investor@neogenchem.com on or before 5.00 p.m. on Thursday, September 25, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
7. Institutional/ Corporate members are encouraged to attend and vote at the AGM through VC/ OVAM. Institutional/ Corporate members intending to appoint their authorized representatives to participate and vote at the meeting are requested to send a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format by an email marked to the Company at investor@neogenchem.com , to the Scrutinizer at devendracs@gmail.com with a copy to the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (“**the RTA**”) at : rnt.helpdesk@in.mpms.mufg.com /instameet@in.mpms.mufg.com
8. The name of the RTA changed from “Link Intime India Private Limited” to “MUFG Intime India Private Limited” with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

9. The Register of Directors & Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act and all the documents referred to in notice, will be available for inspection by the members in electronic mode from the date of circulation of this Notice up to the date of AGM to be held on Friday, September 26, 2025 and shall be available for inspection at the registered office of the Company on all working days, during business hours up to the last date of AGM. Members seeking to inspect such documents can send their requests via an email to the Company at investor@neogenchem.com on or before 5.00 p.m. on Thursday, September 25, 2025.
10. All communications including Notice of the 36th AGM, Annual Report 2024-25, instructions for e-voting and participation through instameet, are being sent by an electronic mode to those members whose email address are registered with the Company/National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”), collectively (“**Depositories**”) and Depository Participant (“**DP**”) and as per the amendment in regulation 36(1) (b) a letter providing the web-link, including the exact path, where complete details of the annual report is available will be physically sent to those shareholder(s) who have not registered their email address(es) either with the Depositories or Company/MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar & Share Transfer Agent (RTA) of the Company. A copy of the Annual Report along with the Notice convening the AGM will be available on the Company’s website <https://neogenchem.com/annual-reports-2/> and the 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 the website of RTA at <https://instavote.linkintime.co.in>.
- Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
11. The final dividend of ₹ 1 per equity share of a face value of ₹ 10 each for the F.Y. 2024-25, as recommended by the Board of Directors in its meeting held on Saturday, May 17, 2025, if approved at this 36th AGM, will be paid to those members whose name appears in the Register of Members of the Company as on Friday, September 19, 2025 i.e. Cut-off date (Record Date) or those, whose

names appear as beneficial owners as on Friday, September 19, 2025 as per lists to be furnished by the Depositories, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be delivered to their registered addresses through postal/courier facility. To avoid delay in receiving the dividend, members are requested to update their KYC along with their Bank Details with their Depositories (where shares are held in dematerialized mode) to receive the dividend directly into their bank account on the payout date.

With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/81 dated June 10, 2024]

Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.

To avoid loss of Dividend Warrants/Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH).

Members may note that the Income Tax Act, 1961, (“**the IT Act**”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of shareholders and the company would be required to deduct tax at source (“**TDS**”) from the dividend paid to the shareholders at a prescribed rates. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

The rate of TDS as per the IT Act, would depend upon the status of the recipient and is explained herein below:

I) FOR RESIDENT INDIVIDUALS:

Tax is required to be deducted at source under Section 194 of the IT Act, at 10% on the amount of dividend where shareholder(s) have registered their valid Permanent Account Number (PAN) and at a rate of 20% for cases wherein:

- the shareholder(s) do not have PAN / have not registered their valid PAN details in their account.
- the shareholder(s) have not linked their Aadhaar with their PAN within the due date as prescribed by the Income Tax Department, rendering the PAN as invalid.

However, no tax shall be deducted on the dividend payable to a resident individual if:

- The total dividend to be received by them during Financial Year 2025-26 does not exceed ₹ 10,000;
- The members provide Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act and the Company may at its sole discretion reject the form if it does not fulfill the requirement of law.
- Exemption certificate is issued by the Income-tax Department, if any.

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. The format of Form 15G and Form 15H are available on the website of the RTA at <https://web.in.mpms.mufg.com/client-downloads.html> under the "General TAB".

II) Resident Non-Individuals:

No tax shall be deducted on the dividend payable to the following resident non-individuals, where they provide details and documents as below:

- **Insurance Companies:** Self-attested copy of valid IRDAI registration certificate needs to be submitted along with self-attested copy of PAN and a declaration that it has full beneficial interest with respect to the shares owned by it.
- **Mutual Funds:** Self-declaration that they are specified in Section 10 (23D) of the IT Act along with self-attested copy of PAN card and SEBI registration certificate.

- **Alternative Investment Fund (AIF):** AIF established/incorporated in India - Self-declaration that its income is exempt under Section 10 (23FBA) and Section 197A(1F) of the IT Act and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and SEBI registration certificate.
- **Recognized Provident Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Act, or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
- **Approved Superannuation Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Act needs to be submitted.
- **Approved Gratuity Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Act needs to be submitted.
- **National Pension Scheme:** No TDS is required to be deducted as per Section 197A(1E) of the Act along with a self-declaration in this respect.
- **Government (Central/State):** No TDS is required to be deducted as per Section 196(i) of the Act along with a self-declaration in this respect.
- **Any other entity entitled to exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption needs to be submitted) along with copy of PAN card and self-declaration in this respect.

In the case where the shareholders provide certificate under Section 197 of the IT Act for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered based on submission of self-attested copy of the same.

III) FOR NON-RESIDENT SHAREHOLDERS

Taxes are required to be withheld in accordance with the provisions of Section 195 of the IT Act at the applicable rates in force. As per the relevant provisions of Section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and CESS) on the amount of Dividend payable to them. In case of GDRs and FII/FPs, the withholding tax shall be as per the rates specified in Section 196C and 196D of the Act respectively plus applicable surcharge and CESS on the amount of Dividend payable to them.

However, as per Section 90 read with Section 195 of the IT Act, non-resident shareholders (including foreign companies) have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with Multilateral Instrument (MLI) provisions between India and the country of tax residence of the shareholder if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with Multilateral Instrument (MLI) provisions, non-resident shareholders will have to provide the following documents and self-declarations in the prescribed format (which is available on the website of RTA at <https://web.in.mpms.mufg.com/client-downloads.html> under the "General TAB"), certifying on the following points:

- In case of FPI / FII, copy of SEBI registration certificate.
- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member.
- Copy of Tax Residency Certificate (TRC) for the F.Y. 2024-25 or later issued by the Tax / Government authority of the country of tax residence, duly attested by member valid for the relevant financial year.
- Members is and will continue to remain a tax resident of the country of its residence during the Financial Year 2025-26.
- Self-declaration in Form 10F containing therein information to be provided under section 90(5)/ 90A (5) of the IT Act, if not so covered in TRC (Valid for the relevant financial year).
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise.
- Self-declaration of beneficial ownership by the non-resident shareholder and that affairs of the shareholder are not arranged with the main or principal purpose of obtaining any tax benefits, directly or indirectly, under the Tax Treaty.
- Self-declaration by the shareholder that the arrangement of the shareholder is not covered under impermissible avoidance arrangement.
- The shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
- The shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner.
- The shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company.
- Self-declaration by the shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

For the purpose of withholding tax, it may not be possible to consider applicable DTAA benefits, if any, in case of FPI/FII since the provisions of IT Act do not provide so.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident shareholder.

Please note that the Company in its sole discretion reserves the right to call for any further information and/or to apply domestic law for TDS.

To summarise, dividend will be paid after deducting the tax at source as under:

- i. NIL for resident shareholders receiving dividend upto ₹ 10,000 or in case Form 15G/ Form 15H (as applicable) along with self-attested copy of the PAN card is submitted.

- ii. 10% for other resident shareholders in case a copy of the PAN card is provided/ available, other than the shareholders as mentioned in (i) above.
- iii. 20% for resident shareholders if a copy of PAN card is not provided/ not available.
- iv. Tax will be assessed on the basis of documents submitted by the non-resident shareholders.
- v. 20% plus applicable surcharge and cess for non-resident shareholders in case the relevant documents are not submitted.
- vi. Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed by the Rules.

The aforementioned documents (duly completed and signed) are required to be furnished by the respective shareholders no later than Friday, September 19, 2025, 5:00 PM IST to the RTA of the Company by sending an email at rnt.helpdesk@in.mpms.mufg.com and investor@neogenchem.com in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction/ Tax withholding matters shall be considered after Friday, September 19, 2025, 5:00 PM. IST. The Company will arrange to email a soft copy of TDS certificate to you at your registered email ID post completion of activities.

Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per IT Act and claim an appropriate refund, if eligible. **No claim shall lie against the Company for such higher taxes deducted.**

Shareholders holding Equity Shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

In case, the dividend income is assessable to tax in the hands of a person other than the registered Shareholder as on the Record Date, the registered shareholder is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person no later than Friday, September 19, 2025, 5:00 PM IST. No request in this regard would be accepted by the Company/RTA after the said date or payment of dividend.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

All communications/ queries in this respect should be addressed to the RTA by sending an email at rnt.helpdesk@in.mpms.mufg.com

Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences.

Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.

12. Members wishing to claim dividends that remain unclaimed for the financial year 2018-19, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24 are requested to correspond with the RTA at rnt.helpdesk@in.mpms.mufg.com , or with the Company Secretary, at the Company's registered office or may write at investor@neogenchem.com. Members are requested to note that dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Shares on which a dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. It may be noted that, no claim shall lie against the Company in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the date it became first due and duly transferred to IEPF Fund for payment and the concerned shareholder could approach IEPF Authority for release of any such unclaimed dividend.

The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on www.mca.gov.in.

The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated July 23, 2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend. Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividend on its website at <https://neogenchem.com/unclaimed-unpaid-dividend/>

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. The shareholders are requested to update their PAN with the Company / RTA and depositories (in case of shares held in demat mode).

13. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the RTA at C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083, Phone No. +91 22 49186000 Email- saili.lad@in.mpms.mufg.com Contact Person – Saili Lad, Manager – Client Relations

SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its RTA, for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4 to RTA (SEBI Master

Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024].

14. As per the provisions of Section 72 of the Act and SEBI Circular, 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 opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the RTA's website <https://web.in.mpms.mufg.com/client-downloads.html> . Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
15. Members holding shares of the Company are requested to notify immediately any change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Company/ RTA and in prescribed Form ISR-1 available at <https://web.in.mpms.mufg.com/client-downloads.html> and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023, in case if the shares are held in physical forms and to their respective Depository Participant(s) in case the shares are held in Demat form.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS

a) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with RTA. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at : rt.helpdesk@in.mpms.mufg.com .

b) For Permanent Registration for Demat

shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP.

c) Registration of Bank Details for Demat shareholders:

Members holding shares in electronic forms are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are advised only to the respective DP of the Members.

d) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with RTA. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholder's name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code to the RTA. In case of any query, a member may send an e-mail to RTA at : rnt.helpdesk@in.mpms.mufg.com .

16. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Register of Members of the Company shall remain closed from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive).

Voting through electronic mode:

1. In compliance with the provisions of Section 108 of the Act and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), re-enactment(s) or substitution(s) thereof for the time being force), Regulation 44

of Listing Regulations and Secretarial Standard on General Meetings (**SS-2**) issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to cast their right to vote electronically from the place other than venue of the AGM ("**remote e-voting**") and Remote E-voting during the AGM using an electronic voting system provided by the RTA for all the members of the Company to enable them to cast their vote electronically, on the business items set forth in the notice of the AGM and the business may be transacted through such remote e-voting. For voting electronically, the process and manner for generating/receiving the password and cast vote(s) in a secure manner, instructions are provided in the process for e-voting forming part of this notice.

2. The facility of e-voting during the AGM will be available only to the members who have not casted their vote through remote e-voting during the E-voting period. Members who have cast their vote by remote e-voting prior to AGM may participate in the AGM through VC/ OVAM but shall not be entitled to cast their vote again.
3. The voting on the proposals contained the Notice of AGM will be conducted as under:
 - a. The members who have registered their email addresses with the Company / their depository can cast their vote through remote e-voting or through the e-voting during the AGM using the process mentioned below for e-voting through electronic system means.
 - b. The members who are holding shares in physical form and who have not registered their email ID with the Company, can write to enotices@in.mpms.mufg.com by providing their name and folio number and obtain default PAN (if PAN is not registered with the Company) for the purpose of e-voting at RTA portal and exercise their vote either through remote e-voting or e-voting during the AGM. The credentials will be provided to the members after verification of all details.
4. The remote e-voting period commences on Tuesday, September 23, 2025 at 9:00 A.M. and ends on Thursday, September 25, 2025 at 5:00 P.M. During this period, the Members holding shares in the Company, as on the cut- off date being

Friday, September 19, 2025, may cast their vote by electronic means in the manner and process set out herein below.

- a. The voting rights of members shall be in proportion to their shares held in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 19, 2025. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting through e-voting during the AGM.
- b. Once the vote on resolution is cast by Members through remote e-voting, he/she/it shall not be allowed to change it subsequently.

Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice through electronic means and holding shares as on the cut-off date i.e. Friday, September 19, 2025 may refer to the Notice of AGM of the Company, posted on Company's website <https://neogenchem.com/annual-reports-2/> for detail procedure with regards to remote e-voting and will have to login at the portal of respective depositories for e-voting (namely **NSDL IDeAS** or **CDSL Easi / Easiest**) with which they are holding securities in demat mode and If the user is not registered for NSDL IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> and in case if the user is not registered for CDSL Easi/ Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/home/login> . In case of any queries or technical issues regarding login through depository contact **NSDL helpdesk** by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or 022 - 4886 7000 and **CDSL helpdesk** by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43 or 1800 22 55 33 and for queries/ technical issues relating to Insta Vote e-voting, members may refer the Frequently Asked Questions ('FAQs') and Insta Vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@in.mpms.mufig.com or contact

on: - Tel: 022 – 4918 6000 providing details, such as, name of the Member, DPID / Client ID no. and name of the Company.

Any person, who ceases to be a member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

5. The voting during the AGM will begin on Friday, September 26, 2025, at 5:00 p.m. IST and will end on completion of 30 minutes from the time of the conclusion of the AGM. Within this period, all members who are present at the AGM through VC facility and who have not exercised their vote through remote e-voting during the E-voting Period prior to AGM and are otherwise not barred from doing so, shall be allowed to e-vote during the AGM.

The facility for e-voting during the AGM is available only to those members participating in the meeting through VC facility. If a member has exercised his / her vote during the AGM through e-voting but not attended the AGM through VC facility, then the votes casted by such member shall be considered invalid. If a member casts votes by both the modes, then voting done through remote e-voting shall prevail and vote cast through E-voting during the AGM shall be treated as invalid.

6. The Board of Directors has appointed Devendra Deshpande, Company Secretary, proprietor of DVD & Associates, Company Secretaries, Pune, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM process in a fair and transparent manner. The Scrutinizer shall submit his/her report, to the Chairman or any person authorized by him, on the votes cast in favor or against, if any, within 48 hours from the conclusion of Meeting.
7. The results declared along with the consolidated Scrutinizer's Report and the recorded transcript of the meeting shall be uploaded at the website of the Company https://neogenchem.com/financial-performance/#all_tab1 and on the website of the RTA at <https://instavote.linkintime.co.in> and the results shall simultaneously be communicated to the Stock Exchanges.

Process for e-voting:

The Company has signed an agreement with the RTA for facilitating e-voting to enable the members to cast their vote electronically. Each voter may follow the following steps while e-voting:

Remote e-Voting Instructions for shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DP.

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- 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.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- 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>
- Proceed with updating the required fields.

- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- 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 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be redirected 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.
- 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 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

- 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.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- 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 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 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) After 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.

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) After 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 for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. 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.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide 'D' above*

***Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- 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).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "Login" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

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.

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:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**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.*
 - E. 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 – Voting through remote e-voting

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.**” for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “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).

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 a 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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 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.
- Click “**forgot password?**”
- Enter User ID, select Mode 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, Bank Account Number (last four digits) 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.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

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
- Click “**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.

- 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”

Cast your vote electronically

1. After successful login through at NSDL IDeAS or CDSL Easi / Easiest and selecting MUFG Intime/ Link Intime as your e-voting service provider, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
2. On the voting page, you will see “Resolution Description” and against the same the option “Favour / Against” for voting. Cast your vote by selecting appropriate option i.e. Favour / Against as desired.

You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour / Against’.

3. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
4. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on “SUBMIT”. 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.
7. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page , click on the link for e-Voting “Cast your vote”

2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
 3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
 4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
 5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm"; else to change your vote, click on "Back" and accordingly modify your vote.
 6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- ii. **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.
 - iii. **Mobile No: Enter your Mobile No.**
 - iv. **Email ID:** Enter your email Id as recorded with your DP/ Company.
- c) Click "Go to Meeting"
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for Shareholders/ Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID- investor@neogenchem.com on or before 5.00 p.m. on Thursday, September 25, 2025.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH INSTAMEET:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated September 19, 2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- b) Select the "Company" and 'Event Date' and register with your following details:
 - i. **Demat Account No. or Folio No:**
Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – shall provide Folio Number.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts in respect of Item no. 4 to 7 of the accompanying notice:

ITEM NO. 4: RE-APPOINTMENT OF MR. SHYAMSUNDER UPADHYAY, AS A WHOLE-TIME DIRECTOR OF THE COMPANY AND TO FIX HIS REMUNERATION:

Mr. Shyamsunder Upadhyay (DIN: 07274873) was re-appointed as a Whole Time Director of the Company, liable to retire by rotation, by the shareholders in its 35th AGM held on September 27, 2024 for a period commencing from August 7, 2024, till September 30, 2025.

The Board of Directors on recommendation being received from the nomination and remuneration committee (“NRC”) of the Company and pursuant to the provisions of the Section 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act, if any, had at its meeting held on August 2, 2025, subject to the approval of the Members’ of the Company, approved the re-appointment of Mr. Shyamsunder Upadhyay (DIN: 07274873) as the Whole-time Director of the Company, liable to retire by rotation, for a further term of 3 (three) consecutive years commencing from October 1, 2025 until September 30, 2028 (both days

inclusive). Accordingly, Members’ approval is sought for re-appointment of Mr. Shyamsunder Upadhyay (DIN: 07274873) as the Whole-time Director of the Company, liable to retire by rotation, for a further term of 3 (three) consecutive years commencing from October 1, 2025 until September 30, 2028 (both days inclusive), at a remuneration (total CTC) of ₹ 1.50 crores per annum (including perquisites, incentives and Bonus) effective from April 1, 2025, as approved by the Board on recommendation of the NRC of the Company, pursuant to the overall ceilings laid down under the provisions of Sections 197 of the Act and as mentioned in the Agreement and such other terms and conditions as approved by the Board of Directors.

The Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee (“NRC”) of the Board) shall have the authority to alter and vary the terms and conditions of the said re-appointment and / or to recommend/decide from time to time the remuneration (including annual increments, commission, perquisites, incentives, along with the performance bonus) to Shyamsunder Upadhyay, during his tenure as a Whole Time Director subject to the same not exceeding the then existing limits specified under Section 197, read with Schedule V of the Act (including any amendments, modifications made hereinafter in this regard) and Listing Regulations and in such manner as may be agreed to between the Board of Directors and Shyamsunder Upadhyay.

Brief particulars of the terms of his Re-appointment, Designation and Remuneration including minimum remuneration are set out hereunder:

1. Tenure:

Re-appointment of Mr. Shyamsunder Upadhyay (DIN: 07274873) as the Whole-time Director of the Company, liable to retire by rotation, for a further term of 3 (three) consecutive years commencing from October 1, 2025 until September 30, 2028 (both days inclusive), subject to approval of the members at this 36th AGM.

2. Functions:

Shyamsunder Upadhyay (DIN: 07274873) as a Whole Time Director shall be responsible for compliances with the laws applicable to the specialty chemical manufacturing industry and working of all the plants of the Company. He shall continue to act as an Occupier of plants of the Company located at Patancheru and Mahape under the Factories Act, 1948. He shall also discharge such other responsibilities as may be entrusted to him by the Chairman and/ or the Managing Director, the Board or the NRC, from time to time.

3. Remuneration:

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Shyamsunder Upadhyay (DIN: 07274873) as a Whole Time Director shall comprise of three components viz. Fixed Salary & Benefits, and Performance Bonus.

i) Fixed Salary & Benefits:

- The Fixed Salary shall be subject to deductions for income tax, contributions to provident fund, gratuity fund, superannuation fund, or annuity fund and all other statutory deductions required to be made by the Company, in accordance with applicable laws and company policies.
- The Fixed Salary is subject to annual increments, review and revision from time to time and in accordance with the policies of the Company. Any such review and revision of the Compensation shall be with the mutual agreement of the Parties and shall form part of the Agreement and shall be effective from April 1 each year, as may be approved by the NRC during his tenure as a Whole Time Director and will be merit based and after taking into account his and Company's performance and will not be a matter of right, also it will be subject to the overall ceilings laid down in Section 197 read with Section 198, Schedule V and other applicable provisions of the Act.
- Mr. Shyamsunder Upadhyay shall be paid the amount of ₹ 0.65 crores per annum as a basic salary for F.Y. 2025-26.
- Other benefits/ Pay: ₹ 0.58 crores per annum as other allowances such as house rent allowance, special allowance, LTA, conveyance, medical reimbursement, education etc. for F.Y. 2025-26.

ii) Performance Bonus:

- Performance Bonus will depend upon his consistent performance and Company's Performance. The Performance Bonus shall be in addition to Fixed Salary.
- The NRC will approve and recommend to the Board for approval the amount of Performance Bonus payable every year.
- Performance Bonus will be effective from April 1 each year, as may be approved by the NRC during his tenure as Whole Time Director

and will be merit based and after taking into account his and Company's performance and will not be a matter of right, also it will be subject to the overall ceilings laid down in Section 197 read with Section 198, Schedule V and other applicable provisions of the Act. The NRC reserves the right to grant or withhold the Performance Bonus, as it may deem fit, in its sole discretion. The Performance Bonus will be paid as per the policy of the Company and payable in the subsequent financial year subject to deduction of Tax at Source or from the effective date as may be decided by the NRC in compliance with the applicable law or Policy of the Company.

- The Performance Bonus will be due and payable after the Audited Financials of the Company have been declared.
- Ex Gracia for F.Y. 2025-26 is ₹ 0.003 crores.

4. **Sitting Fees:** Mr. Shyamsunder Upadhyay (DIN: 07274873) shall not be paid any sitting fee for attending the meetings of the Board or Committee(s) thereof.

5. **Perquisites and other benefits:** Apart from the above he shall be eligible for the following perquisites and other benefits:

- Medical Insurance and Medical expenses including Personal accidental and life insurance coverage for self and dependents as per Company policy.
- The Company may take Key Man Insurance, or any other insurance policy as may be required from time to time.
- Company shall take D & O Policy with the coverage as may be decided by the NRC.
- Reimbursement of expenses incurred for travelling, boarding and lodging during business trips in accordance with the policy of the Company.
- The Company may provide residential accommodation with water and electricity or pay house rent allowance as per its policy.
- The Company shall provide car driver wages, fuel and maintenance to be used for Company's business as per its policy.
- Re-imbursement of phones, internet and other communication expenses at actuals as per the policy of the Company.
- Re-imbursement of entertainment and other expenses actually and properly incurred for

the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.

- Leave encashment as per the Company Rules.
- All other perquisites as per Company's policy which Whole Time Director is entitled to receive.
- Perquisites and allowances shall be evaluated as per the Income Tax Rules, 1961, wherever applicable and in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- For the Provident Fund, the contribution will be payable as per the provisions of The Employees' Provident Funds & Miscellaneous Provisions Act, 1952 as amended from time to time.
- For the purposes of Gratuity, Provident Fund and other like benefits, the service of the Whole Time Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.
- Provident Fund Contribution by the Company shall be ₹ 0.12 crores for F.Y. 2025-26.
- Under the "Pragati- An Employee Growth and Empowerment Program" he will be eligible for a Long-Term Cash Benefit of ₹ 0.11 crores to be paid over a period of 3 years subject to fulfillment of eligibility criteria's.
- Performance linked Variable pay of ₹ 0.15 crores in F.Y. 2025-26.

6. Remuneration for a part of the Year:

Remuneration for a part of the year shall be computed on pro-rata basis.

7. Employee Stock Options:

The NRC committee has in its meeting held on April 1, 2025 approved the grant of 3,000 Options to Shyamsunder Upadhyay in Tranche- I Grant of Options. The Exercise Price for the Tranche- I Grant of Options shall be ₹ 1,389/- per Option (being granted at a discount of 10% of the Market Price (rounded off) i.e. closing price of previous trading day from grant day) as approved by the NRC of the

Company. Further details with respect to grant of options can be accessed at <https://neogenchem.com/wp-content/uploads/NRCOutcome.pdf>

8. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Shyamsunder Upadhyay as a Whole Time Director shall be decided by the Nomination and Remuneration Committee and approved by the Board subject to the provisions of Act and such other approvals, if any, as may be required.

9. Termination:

The agreement for re-appointment of Mr. Shyamsunder Upadhyay as a Whole Time Director may be terminated by either party giving to the other 90 days' prior notice in writing. In the event of termination of this appointment of Mr. Shyamsunder Upadhyay as a Whole Time Director by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Act or any statutory amendment or re-enactment thereof.

All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole Time Director, unless specifically provided otherwise.

The information required by the Listing Regulations with the Stock Exchanges is given below:

Mr. Shyamsunder Upadhyay is proposed to be re-appointed as the Whole-time Director of the Company, liable to retire by rotation, for a further term of 3 (three) consecutive years commencing from October 1, 2025 until September 30, 2028 (both days inclusive). He oversees manufacturing, maintenance, projects, logistics, plant administration and engineering store in the Company. He has a master's degree in science from Vikram University, Ujjain. He has over 48 years of work experience in the field of chemicals and has previously been associated with companies, such as, Savita Chemicals, Wimco, Gharda Chemicals, Clariant India, Tytan Organics Limited, Arch Pharamalabs Limited and Laxmi Organic Industries Limited.

Shyamsunder Upadhyay holds 80 equity shares constituting 0.00% of the paid-up equity capital of the Company. Shyamsunder Upadhyay is a member of Stakeholders' Relationship Committee of the Company.

Directorship in other Public Companies (including deemed public companies)	Committee Membership
Neogen Ionics Limited (a Wholly Owned Subsidiary of the Company)	N.A.
*Neogen Morita New Materials Limited (a Step Down Subsidiary of the Company)	N.A.

**With effect from July 30, 2025.*

Disclosure as required under SS-2 on General Meetings read with Listing Regulations is provided as an Annexure to the Notice.

The Company has received from Shyamsunder Upadhyay, the consent in writing to act as Whole-time Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act declaration pursuant to Part I of Schedule V and a declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

Shyamsunder Upadhyay, being the appointee, and his relatives are/may be interested/ deemed to be interested in the resolution set out at Item No. 4 of the Notice. None of the other Directors, Managers, Key Managerial Personnel and/ or relatives of such directors, managers, Key Managerial Personnel of the Company are interested directly / indirectly in the resolution except directors to the extent of their Directorship and members to the extent of their membership in the Company.

An agreement entered into by and between the Company and Shyamsunder Upadhyay dated August 2, 2025 will be open for inspection by members in electronic form as per the instructions provided in Notes to this Notice.

Approval of the members is sought for re-appointment of Mr. Shyamsunder Upadhyay (DIN: 07274873) as the Whole-time Director of the Company, liable to retire by rotation, for a further term of 3 (three) consecutive years commencing from October 1, 2025 until September 30, 2028 (both days inclusive), and to fix his remuneration in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Act and on terms and conditions as mentioned above.

Pursuant to requirements of the first proviso to section 196(3) (a), for re-appointment / appointment of a person who has attained the age of 70 years, a special resolution is required to be passed and a justification for appointing such person shall form part of the explanatory statement annexed to the notice. Accordingly, as Shyamsunder Upadhyay has already attained an age of 71 years, the board seeks approval of members

by way of passing a special resolution for re-appointment of Mr. Shyamsunder Upadhyay (DIN: 07274873) as the Whole-time Director of the Company, liable to retire by rotation, for a further term of 3 (three) consecutive years commencing from October 1, 2025 until September 30, 2028 (both days inclusive), keeping in view his rich and varied 48 years of work experience in the field of chemicals and his long association with the Company for over 10 years. It would be in the interest of the Company for continuing his tenure on to the Board of Directors of the Company and to avail of his considerable expertise. During his earlier tenure as a Whole Time Director, he played a key role in the Company's rise to its prominent position and its presence in the Chemical businesses of the Company, boosting employee morale and focusing on delivering superior value to growth of the Company.

In view of the above, the Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the members.

ITEM NO. 5: APPOINTMENT OF MR. TRIPLICANE COMMANDOR NARSIMHAN SAI KRISHNAN, AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND TO FIX HIS REMUNERATION:

The Board of Directors of the Company had at its meeting held on August 2, 2025, subject to the approval of the Members' of the Company, approved the appointment of Mr. Triplicane Commandor Narasimhan Saikrishnan (DIN: 10498119), who has signified his consent in Form DIR-2, as an Executive Director of the Company, liable to retire by rotation, for first term of 5 consecutive years commencing from October 1, 2025 until September 30, 2030 (both days inclusive).

The Board of Directors on recommendation being received from the nomination and remuneration committee ("NRC") of the Company and pursuant to the provisions of the Section 152, 196, 197 and 198 read with Schedule V and all other applicable provisions of the Act if any, had at its meeting held on August 2, 2025, subject to the approval of the Members' of the Company, approved the appointment of Mr. Triplicane Commandor Narasimhan Sai Krishnan (DIN: 10498119) as an Executive Director of the Company, for first term of 5 consecutive years commencing from October 1, 2025 until September 30, 2030 (both days inclusive), liable to retire by rotation. Accordingly, Members' approval is sought for appointment of Mr. Triplicane Commandor Narasimhan Sai Krishnan (DIN: 10498119) as an Executive Director of the Company, liable to retire by rotation, at a remuneration (total CTC) of ₹ 2.25 crores per annum (including perquisites, incentives and Bonus) effective from October 1, 2025, as approved by the Board on recommendation of the NRC of the Company, pursuant to the overall ceilings laid down under the provisions of Sections 197 of the Act and as mentioned in the

Agreement and such other terms and conditions as approved by the Board of Directors.

The Board of Directors (hereinafter referred to as “**the Board**” which term shall include the NRC of the Board) shall have the authority to alter and vary the terms and conditions of the said appointment and / or to recommend/decide from time to time the remuneration (including annual increments, commission, perquisites, incentives, along with the performance bonus) to Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119), during his tenure as an Executive Director subject to the same not exceeding the then existing limits specified under Section 197, read with Schedule V of the Act (including any amendments, modifications made hereinafter in this regard) and Listing Regulations and in such manner as may be agreed to between the Board of Directors and Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119).

Brief particulars of the terms of his Appointment, Designation and Remuneration including minimum remuneration are set out hereunder:

1) Appointment:

Mr. Triplicane Commandoor Narasimhan Sai Krishnan shall act as an Executive Director of the Company for first term of 5 consecutive years commencing from October 1, 2025 until September 30, 2030 (both days inclusive), liable to retire by rotation subject to approval of the members at this AGM.

2) Functions:

Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) as an Executive Director shall be responsible for compliances with the laws applicable to the specialty chemical manufacturing industry and working of all the plants of the Company. With effect from October 1, 2025, he shall act as an Occupier of the Karakhadi Plant situated at Plot No. 526A, Off Padra Jambusar Road, Village Karakhadi, Tal. Padra, Dist- Vadodara- 391450, Gujarat and Dahej SEZ Plant situated at Plot no. Z/109, Dahej SEZ Village Lakhigam, Vagara Dist, Bharuch-392130, Gujarat under the Factories Act, 1948. He shall also discharge such other responsibilities as may be entrusted to him by the Chairman and/or the Managing Director, the Board or the NRC, from time to time.

3) Remuneration:

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) as an Executive Director shall comprise of three components viz. Fixed Salary, Benefits, and Performance Bonus.

i. Fixed Salary & Benefits:

- The Fixed Salary shall be subject to deductions for income tax, contributions to provident fund, gratuity fund, superannuation fund, or annuity fund and all other statutory deductions required to be made by the Company, in accordance with applicable laws and company policies.
- The Fixed Salary is subject to annual increments, review and revision from time to time and in accordance with the policies of the Company. Any such review and revision of the Compensation shall be with the mutual agreement of the Parties and shall form part of the Agreement and shall be effective from April 1 each year, as may be approved by the NRC during his tenure as an Executive Director and will be merit based and after taking into account his and Company’s performance and will not be a matter of right, also it will be subject to the overall ceilings laid down in Section 197 read with Section 198, Schedule V and other applicable provisions of the Act.
- Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) shall be paid the amount of ₹ 0.93 crores per annum as a basic salary for F.Y. 2025-26.
- Other benefits/ Pay: ₹ 0.83 crores per annum as other allowances such as house rent allowance, special allowance, LTA, conveyance, medical reimbursement, education etc. for F.Y. 2025-26.

ii. Performance Bonus:

- Performance Bonus will depend upon his consistent performance and Company’s Performance. The Performance Bonus shall be in addition to Fixed Salary.
- The NRC will approve and recommend to the Board for approval the amount of Performance Bonus payable every year.
- Performance Bonus will be effective from April 1 each year, as may be approved by the NRC during his tenure as an Executive Director and will be merit based and after taking into account his and Company’s performance and will not be a matter of right, also it will be subject to the overall ceilings laid down in Section 197 read with Section 198, Schedule V and other applicable provisions of the Act. The

- NRC reserves the right to grant or withhold the Performance Bonus, as it may deem fit, in its sole discretion. The Performance Bonus will be paid as per the policy of the Company and payable in the subsequent financial year subject to deduction of Tax at Source or from the effective date as may be decided by the NRC in compliance with the applicable law or Policy of the Company.
- The Performance Bonus will be due and payable after the Audited Financials of the Company have been declared.
 - Ex Gracia for F.Y. 2025-26 is ₹ 0.003 crores.
- 4) **Sitting Fees:** Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) shall not be paid any sitting fee for attending the meetings of the Board or Committee(s) thereof.
- 5) **Perquisites and other benefits:** Apart from the above he shall be eligible for the following perquisites and other benefits:
- Medical Insurance and Medical expenses including Personal accidental and life insurance coverage for self and dependents as per Company policy.
 - The Company may take Key Man Insurance, or any other insurance policy as may be required from time to time.
 - Company shall take D & O Policy with the coverage as may be decided by the NRC.
 - Reimbursement of expenses incurred for travelling, boarding and lodging during business trips in accordance with the policy of the Company.
 - The Company may provide residential accommodation with water and electricity or pay house rent allowance as per its policy.
 - The Company shall provide car driver wages, fuel and maintenance to be used for Company's business as per its policy.
 - Reimbursement of phones, internet and other communication expenses at actuals as per the policy of the Company.
 - Re-imbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.
- Leave encashment as per the Company Rules.
 - All other perquisites as per Company's policy which Executive Director is entitled to receive.
 - Perquisites and allowances shall be evaluated as per the Income Tax Rules, 1961, wherever applicable and in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - For the Provident Fund, the contribution will be payable as per the provisions of the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 as amended from time to time.
 - For the purposes of Gratuity, Provident Fund and other like benefits, the service of the Executive Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.
 - Provident Fund Contribution by the Company shall be ₹ 0.17 crores. for F.Y. 2025-26.
 - Under the "Pragati- An Employee Growth and Empowerment Program" he will be eligible for a Long-Term Cash Benefit of ₹ 0.11 crores to be paid over a period of 3 years subject to fulfillment of eligibility criterias.
 - Performance linked Variable pay of ₹ 0.23 crores in F.Y. 2025-26.
 - Contribution to National Pension Scheme ₹ 0.09 crores in F.Y. 2025-26.
 - Meal voucher of ₹ 0.003 crores in F.Y. 2025-26.
- 6) **Remuneration for a part of the Year:** Remuneration for a part of the year shall be computed on pro-rata basis.
- 7) **Employee Stock Options:** The NRC committee has in its meeting held on April 1, 2025 approved the grant of 3,000 Options to Triplicane Commandoor Narasimhan Sai Krishnan in Tranche- I Grant of Options. The Exercise Price for the Tranche - I Grant of Options shall be ₹ 1,389/- per Option (being granted at a discount of 10% of the Market Price (rounded off) i.e.closing price of previous trading

day from grant day) as approved by the NRC of the Company. Further details with respect to grant of options can be accessed at <https://neogenchem.com/wp-content/uploads/NRCOutcome.pdf>

- 8) **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) as an Executive Director shall be decided by the Nomination and Remuneration Committee and approved by the Board subject to the provisions of Act and such other approvals, if any, as may be required.
- 9) **Termination:** The agreement for appointment of Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) as an Executive Director may be terminated by either party giving to the other 90 days' prior notice in writing. In the event of termination of this appointment of Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) as an Executive Director by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Act or any statutory amendment or re-enactment thereof.

All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.

The information required by the Listing Regulations with the Stock Exchanges is given below:

Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) is proposed to be appointed for first term of 5 consecutive years commencing from October 1, 2025 until September 30, 2030 (both days inclusive), as an Executive Director of the Company, liable to retire by rotation. He oversees operations at plants of the Company situated in Gujarat. He is a Chemical Engineer Diploma in Polymer Technology with MBA in Finance. He has over 33 years of work experience in the field of Manufacturing, Projects, Procurement & Supply Chain with specialty chemicals, petrochemicals, paints, inks & FMCG industries. Prior to Neogen he has worked with SRF Limited, Asian Paints Ltd, Thirumalai Chemicals, Shalimar Paints Limited, Sakata Inx India Pvt Ltd, Laxmi Organics Limited and TCI Sanmar Chemicals. He is also an Executive Director on the Board of Neogen Ionics Limited (the Wholly owned subsidiary of the Company), and Executive Director of Neogen Morita New Materials Limited (the Step Down Subsidiary of the Company).

Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) holds 300 shares constituting 0.00 % of the paid-up equity capital of the Company.

Directorship in other Public Companies (including deemed public companies)	Committee Membership
Neogen Ionics Limited (a Wholly Owned Subsidiary of the Company)	N.A.
*Neogen Morita New Materials Limited (a Step Down Subsidiary of the Company)	N.A.

**With effect from July 30, 2025.*

Disclosure as required under SS-2 on General Meetings read with Listing Regulations is provided as an Annexure to the Notice.

The Company has received from Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) consent in writing to act as Executive Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 to the effect that he is not disqualified in accordance with subsection (2) of Section 164 of the Act declaration pursuant to Part I of Schedule V and a declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119), being the appointee, and his relatives are/may be interested/ deemed to be interested in the resolution set out at Item No. 5 of the Notice. None of the other Directors, Managers, Key Managerial Personnel and/ or relatives of such directors, managers, Key Managerial Personnel of the Company are interested directly / indirectly in the resolution except directors to the extent of their Directorship and members to the extent of their membership in the Company.

An agreement entered into by and between the Company and Mr. Triplicane Commandoor Narasimhan Sai Krishnan (DIN: 10498119) dated August 2, 2025, will be open for inspection by members in electronic form as per the instructions provided in the Notes to this Notice.

Approval of the members is sought for appointment of Mr. Triplicane Commandoor Narasimhan Saikrishnan (DIN: 10498119), as an Executive Director of the Company, liable to retire by rotation, for first term of 5 consecutive years commencing from October 1, 2025 until September 30, 2030 (both days inclusive) and to fix his remuneration in terms of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Act and on terms and conditions as mentioned above.

Keeping in view his rich and varied over 33 years of work experience in the field of chemicals and in Manufacturing, Projects, Procurement & Supply Chain with specialty chemicals, petrochemicals, paints, inks & FMCG industries, it would be in the interest of the Company to induct him onto the Board of Directors of the Company and to avail of his considerable expertise.

During his current tenure as an Executive Director of Neogen Ionics Limited – the wholly owned subsidiary, he played a key role in driving various projects and operations efficiently thereby delivering superior value to growth of Neogen group

In view of the above, the Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

ITEM NO. 6: APPOINTMENT OF M/S DVD & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS.

Pursuant to the amended Regulation 24A of the Listing Regulations every Listed Company based on the recommendation of the Board of Directors shall appoint or re-appoint, with the approval of its shareholders in its AGM:

- i. An individual as Secretarial Auditor for not more than one term of five consecutive years or;
- ii. Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Accordingly, the Board of Directors at its meeting held on May 17, 2025, based on recommendation received from the Audit Committee, and after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence etc., approved the appointment of M/s DVD & Associates, (PR No. 1164/2021), Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: S2016MH35900D) as Secretarial Auditors of the Company for a term of five consecutive years commencing from F.Y. 2025-26 till F.Y. 2029-30 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the period, subject to approval of shareholders at this AGM.

M/s DVD & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. M/s DVD & Associates have further confirmed that they have not incurred any disqualification and are eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of Listing Regulations, provisions of Section 204 of the Act read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated December 31, 2024 and SEBI Notification dated December 12, 2024.

The services to be rendered by DVD & 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.

Other Information:

Particulars	Details
Proposed audit fee payable to auditors	The fees proposed for the secretarial audit is ₹ 5,00,000/- per annum + GST (exclusive of Corporate Governance Certificate, Annual Secretarial Compliance Report and Certification for non-disqualification of directors) for the first three years of engagement and thereafter, be subject to revision on mutually agreeable terms by the Board and Secretarial Auditor for the remainder period of two years. The fees proposed are based on knowledge, expertise, industry experience, time and efforts required to conduct the secretarial audit effectively. The said fees shall exclude fees, reimbursements and other outlays pertaining to statutory certification and other professional work. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.
Terms of appointment	The Secretarial Auditor would be appointed for first term of five consecutive years commencing from F.Y. 2025-26 till F.Y. 2029-30.
Material changes in fee payable and rationale thereof	Not Applicable

Particulars	Details
Basis of recommendation and auditor credentials	<p>While recommending M/s DVD & Associates for appointment, the Board evaluated its clientele, technical expertise, team size and eligibility criteria prescribed under Listing Regulations.</p> <p>Profile: DVD & Associates is a proprietary firm of CS Devendra V Deshpande and is in practice since 2004. Devendra Deshpande was the President of Institute of Company Secretaries of India for the year 2022. Presently, he is the Chairman of Professional Skill Enhancement Board of ICSI and Director of ICSI – International ADR (Alternate Dispute Resolution) Centre. DVD & Associates have a wide network of Associates all across India. He is inter-alia specialized in Audit Assurance, Mergers and corporate law complex advisory.</p>

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 6 of the Notice as an Ordinary Resolution.

ITEM NO. 7: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR:

The Board has on recommendation of the Audit Committee, at its meeting held on May 17, 2025, approved the appointment and remuneration of Kishore Bhatia & Associates, Cost Accountants, (FRN- 00294), as the Cost Auditors of the Company to conduct verification, review and audit of the cost records of the Company for the financial year ending on March 31, 2026 at a remuneration of ₹ 4,50,000 (Rupees Four lakhs Fifty Thousand) plus GST and out of pocket expenses, if any. The Board had proposed an increase in remuneration/ fee by 25% as compared to last year considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, proven track record of the firm, clientele served, technical knowledge, governance standards etc. and amalgamation of Buli Chemicals India Private Limited - the wholly owned subsidiary with the Company.

In terms of the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of The Companies (Audit and Auditors)

Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Board and subsequently ratified by the members of the Company. Kishore Bhatia & Associates, Cost Accountants, (FRN- 00294), have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Considering the applicable provisions of the Act and Rules made thereunder, approval of the members of the Company is being sought on the resolution as set out in Item No. 7 of the accompanying notice by way of ordinary resolution, for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of the accompanying Notice for the approval by the Members.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are is/are in any way concerned or interested in the said resolution.

By order of the Board
For Neogen Chemicals Limited

Unnati Kanani
 Company Secretary &
 Compliance Officer
 Membership No.: A35131

Place: Thane
 Date: August 2, 2025

ANNEXURE 1 TO THE NOTICE OF 36TH AGM

Particulars of Directors seeking appointment/re-appointment at the 36th AGM pursuant to Regulation 36 of Listing Regulations and SS-2 on General Meetings as issued by the ICSI are as follows:

NAME OF DIRECTOR	ANURAG SURANA	SHYAMSUNDER UPADHYAY	TRIPLICANE COMMANDOOR NARASIMHAN SAI KRISHNAN
Designation	Non-Executive & Non-Independent Director	Whole Time Director	Executive Director
DIN	00006665	07274873	10498119
Date of Birth	January 22, 1965	September 30, 1953	July 16, 1969
Age	60 Years	71 years	56 years
Nationality	Indian	Indian	Indian
Original Date of Appointment	May 15, 2017	July 27, 2015	October 1, 2025 (subject to approval of shareholders at this 36 th AGM)
Qualification	Bachelor's degree in commerce with Honours from the University of Delhi	Master's degree in Science from Vikram University, Ujjain	Chemical Engineer, Diploma in Polymer Technology with MBA in Finance
Experience	Over 29 years	over 48 years	over 33 years
Expertise in specific Professional areas	Mr. Anurag Surana is a Non-Executive Non-Independent Director of the Company. He has over 29 years' experience in the Specialty Chemical industry and is a known and reputed name in the chemical industry. He has a bachelor's degree in commerce with Honours from the University of Delhi. He founded and manages a consulting company Kagashin Global Network Private Limited, specializing in consulting with companies in the Specialty chemicals & agrochemical companies in India and abroad. He was earlier an executive director on the Board of PI Industries Limited. Mr. Surana is also on the board of other chemical companies like Privi Specialty Chemicals Ltd, Yasho Industries Limited, Cohizon Life Sciences Limited, Neogen Ionics Limited and Neogen Morita New Materials Limited.	Mr. Shyamsunder Upadhyay oversees manufacturing, projects, logistics, plant administration and engineering store in the Company. He has a master's degree in science from Vikram University, Ujjain. He has over 48 years of work experience in the field of chemicals and was previously been associated with companies, such as, Savita Chemicals, Wimco, Gharda Chemicals, Clariant India, Tytan Organics Limited, Arch Pharmalabs Limited and Laxmi Organic Industries Limited. He is also an Executive Director on the Board of Neogen Ionics Limited (the Wholly owned subsidiary of the Company), and Executive Director of Neogen Morita New Materials Limited (the Step Down Subsidiary of the Company).	Mr. Triplicane Commandoor Narasimhan Sai Krishnan oversees operations in the Company. He is a Chemical Engineer Diploma in Polymer Technology with MBA in Finance. He has over 33 years of work experience in the field of Manufacturing, Projects, Procurement & Supply Chain with specialty chemicals, petrochemicals, paints, inks & FMCG industries. Prior to Neogen he has worked with SRF Limited, Asian Paints Ltd, Thirumalai Chemicals, Shalimar Paints Limited, Sakata Inx India Pvt Ltd, Laxmi Organics Limited and TCI Sanmar Chemicals. He is also an Executive Director on the Board of Neogen Ionics Limited (the Wholly owned subsidiary of the Company), and an executive Director of Neogen Morita New Materials Limited (the Step Down Subsidiary of the Company).

NAME OF DIRECTOR	ANURAG SURANA	SHYAMSUNDER UPADHYAY	TRIPLICANE COMMANDOOR NARASIMHAN SAI KRISHNAN
Terms and conditions of Appointment/ Reappointment	Appointment as a Non-Executive and Non-Independent Director, liable to retire by rotation.	Re-appointment of Mr. Shyamsunder Upadhyay (DIN: 07274873) as the Whole-time Director of the Company, liable to retire by rotation, for a further term of 3 (three) consecutive years commencing from October 1, 2025 until September 30, 2028 (both days inclusive)	Appointment of Mr. Triplicane Narasimhan Saikrishnan (DIN: 10498119), as an Executive Director of the Company, liable to retire by rotation, for first term of 5 consecutive years commencing from October 1, 2025 until September 30, 2030 (both days inclusive)
Remuneration Proposed to be paid	Not Applicable	As per Agreement	As per Agreement
No. of Shares held in the Company	2,25,000	80	300
List of Directorship held in other companies as on March 31, 2025	1) Privi Speciality Chemicals Limited - Independent Director 2) Yasho Industries Limited - Independent Director 3) Cohizon Life Sciences Limited - Chairman and Non-Executive Director 4) Kagashin Global Network Private Limited - Managing Director 5) Neogen Ionics Limited - Non-Executive Non-Independent Director (WOS of the Company)	1) Neogen Ionics Limited - Executive Director	1) Neogen Ionics Limited - Executive Director
Resignation as a Director from Listed Entities in the past three years	Not Applicable.	Not Applicable	Not Applicable
List of Chairmanship and Membership of Various committees in other companies (Including Neogen Chemicals Limited) as on March 31, 2025	Committee Memberships: Nomination and Remuneration Committee 1) Neogen Chemicals Limited 2) Privi Specialty Chemicals Limited 3) Yasho Industries Limited 4) Cohizon Life Sciences Limited Corporate Social Responsibility Committee 1) Neogen Chemicals Limited 2) Privi Specialty Chemicals Limited 3) Yasho Industries Limited 4) Cohizon Life Sciences Limited Audit Committee 1) Privi Speciality Chemicals Limited 2) Yasho Industries Limited 3) Cohizon Life Sciences Limited	Membership details are as under: Stakeholders Relationship Committee 1) Neogen Chemicals Limited Chairmanship: - Not Applicable Shyamsunder Upadhyay is not acting as a chairman in any of the committees of other listed company.	Mr. Triplicane Commandoor Narasimhan Saikrishnan is not acting as a chairman or member in any of the committees in any company.

NAME OF DIRECTOR	ANURAG SURANA	SHYAMSUNDER UPADHYAY	TRIPPLICANE COMMANDOOR NARASIMHAN SAI KRISHNAN
	<p>Risk Management Committee</p> <p>1. Neogen Chemicals Limited 2. Privi Specialty Chemicals Limited 3. Yasho Industries Limited</p> <p>Stakeholders and Relationship Committee</p> <p>1. Yasho Industries Limited</p> <p>Mr. Anurag Surana is acting as a Chairperson of:</p> <p>i. Nomination and remuneration Committee of Yasho Industries Limited.</p> <p>ii. Risk Management Committee of Privi Specialty Chemicals Limited</p> <p>iii. Corporate Social Responsibility Committee of Privi Specialty Chemicals Limited</p>		
Number of Board meetings attended during the Financial Year 2024-25	5 (Five)	6 (Six)	Not Applicable
Relationship with other directors and key managerial personnel of the Company	Not Applicable	Not Applicable	Not Applicable

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