November 6, 2026

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

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

Sub: Postal Ballot Notice

Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

Further to the outcome of meeting of the Board of Directors of Neogen Chemicals Limited ("**the Company**") dated October 31, 2026, please find enclosed herewith copy of the postal ballot notice along with explanatory statement dated October 31, 2026 ("**Notice**") to seek approval of the shareholders of the Company for the following ordinary resolutions by means of Postal Ballot through remote e-voting ("**e-voting**") process only:

Sr. No.	Particulars	Type of resolutions
1.	To consider and approve Material Related Party Transaction(s) proposed to be entered into by and between the Company and Neogen Morita New Materials Limited, a step-down subsidiary of the Company.	Ordinary Resolution
2.	To consider and approve Material Related Party Transaction(s) proposed to be entered into by and between Neogen Ionics Limited- a wholly owned subsidiary of the Company and Neogen Morita New Materials Limited, a step-down subsidiary of the Company.	Ordinary Resolution

Notice is being sent only by electronic mode, only to those Members whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (in demat form) (collectively referred to as "**Depositories**") as on Thursday, November 5, 2026 ("**Cut-off date**") and whose e-mail addresses are registered with the Company/Depositories seeking their approval on the proposed resolution as set out in the Notice. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes through postal ballot by e-voting facility.

The Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) the Registrar and Transfer Agent (**"MIIPL/RTA**") for the purpose of providing e-voting facility to all its members. The remote e-voting will commence on Saturday, November 7, 2026, at 9:00 a.m. (IST) onwards and shall end on Sunday, December 6, 2026, at 5:00 p.m. (IST). During this period shareholders of the Company may cast their vote electronically. The e-voting module shall be disabled for voting after 5:00 p.m. (IST) on Sunday, December 6, 2026.

CS Devendra Deshpande (FCS 6099), Proprietor of M/s. DVD & Associates, Company Secretaries, Pune, is appointed to act as Scrutinizer for the purpose of conducting postal ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Company, after completion of scrutiny and the results of the voting of postal ballot through e-voting will be announced within 2 working days from the conclusion of e-voting period i.e. by Tuesday, December 8, 2026 and will be made available on the website of the Company at https://neogenchem.com/announcements/ under the tab other disclosure pursuant to regulation 30 and the Postal Ballot Notice will be made available on the website of the Company at https://neogenchem.com/wp-content/uploads/notice-pb-q3-26-27.pdf and at relevant sections of the websites of the BSE Limited ('BSE') (www.bseindia.com) and the National Stock Exchange of the India Limited ('NSE') (www.nseindia.com) where the equity shares of the Company are listed and website of MIIPL : https://instavote.linkintime.co.in.

This is for your information and records.

Thanking you,
For Neogen Chemicals Limited

UNNATI RAJESH KANANI

Digitally signed by UNNATI RAJESH KANANI
Date: 2026.11.06 18:12:00 +05'30'

_____

Unnati Kanani
Company Secretary & Compliance Officer
Membership No: ACS 35131
Encl.: As above

NEOGEN CHEMICALS LIMITED
Corporate Identity Number (CIN): L24200MH1989PLC050919
Registered Office Address:
Office No. 1002, 10th Floor Dev Corpora Building,
Opp. Cadbury Co, Pokhran Road No. 2, Khopat, Thane (W) - 400601
Tel: +91 22 2549 7300
Fax: +91 22 25497399
Email: investor@neogenchem.com
Website: www.neogenchem.com

POSTAL BALLOT NOTICE
Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),
NEOGEN CHEMICALS LIMITED ("the Company")

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable laws, act, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/ conducting postal ballot process through electronic voting (remote e-voting) vide the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and the latest being 3/2025 dated September 22, 2025 (hereinafter collectively referred to as "**MCA Circulars**"), including the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ("**SEBI**") ("**SEBI Circular**"), approval of the members of the Company (as on cut-off date) is sought for the following ordinary resolutions by means of Postal Ballot through e-voting only, on the resolution as set out in this Notice (**"Notice"**):

Sr. no.	Description of resolution	Type of Resolution
1.	To consider and approve Material Related Party Transaction(s) proposed to be entered into by and between the Company and Neogen Morita New Materials Limited, a step-down subsidiary of the Company.	Ordinary Resolution
2.	To consider and approve Material Related Party Transaction(s) proposed to be entered into by and between Neogen Ionics Limited- a wholly owned subsidiary of the Company and Neogen Morita New Materials Limited- a step-down subsidiary of the Company.	Ordinary Resolution

An Explanatory Statement pursuant to Section 102 of the Act pertaining to the above proposed resolution(s) setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice ("**Notice**"/ "**Postal Ballot Notice**"), enclosed herewith for your consideration.

In compliance with MCA Circulars and SEBI Circular, Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and other applicable provisions, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, this Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, November 5, 2026 ("**Cut-off date**") and whose email address is registered with the Company / Depository Participant ("**DP**").

The Board of Directors has appointed CS Devendra Deshpande (FCS 6099), Proprietor of M/s. DVD & Associates, Practicing Company Secretaries, Pune as Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot process through e-voting in a fair and transparent manner.

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("**MIIPL/ RTA**") to provide remote e-voting facility to its members. The remote e-voting period commences from Saturday, November 7, 2026 at 9:00 a.m. IST and shall end on Sunday, December 6, 2026 at 5:00 p.m. IST. The remote e-voting shall be completed by no later than 5:00 p.m. IST on Sunday, December 6, 2026 to be eligible for the vote being considered, failing which, it will be strictly considered that no reply has been received from the member. The remote e-voting would be disabled by MIIPL immediately after 5:00 p.m. IST on Sunday, December 6, 2026, and will be disallowed thereafter.

The detailed procedure with respect to e-voting is mentioned in note no. 11 **'Remote e-voting Instructions for Shareholders'** of the Notes to this Notice**.** Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The Scrutinizer will submit his report to the Chairman of the Company ("**the Chairman**") or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of the e-voting period i.e. by Tuesday, December 8, 2026. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Sunday, December 6, 2026, till 5:00 p.m. IST, and it shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The proposed resolution(s) along with the Explanatory Statement(s) setting out the material facts are as follows:

SPECIAL BUSINESS:

1. **To consider and approve Material Related Party Transaction(s) proposed to be entered into by and between the Company and Neogen Morita New Materials Limited, a step-down subsidiary of the Company:**

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 2(1)(zb), 2(1)(zc) and 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Articles of Association of the Company, and such other approvals, permissions and sanctions, if any, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and based on the recommendation of the Audit Committee and the Board, the approval of the Shareholders of the Company be and is hereby accorded to enter into following transaction(s), from time to time, in one or more tranches, any sum or sums of money, by and between the Company and Neogen Morita New Materials Limited ("**Step Down Subsidiary**"), on such principal terms and conditions as mentioned in detail in the Explanatory Statement and as the Board may deem fit from time to time, for an aggregate amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only):

SR. NO.	PARTICULARS OF PROPOSED TRANSACTIONS	AMOUNT OF THE PROPOSED TRANSACTIONS (UP TO RS. IN CRORES)
1.	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited.	500
TOTAL		**500**

RESOLVED FURTHER THAT the Board and its duly constituted Committees, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory/ statutory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board of Directors and its duly constituted Committees of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

2. To consider and approve Material Related Party Transaction(s) proposed to be entered into by and between Neogen Ionics Limited- a wholly owned subsidiary of the Company and Neogen Morita New Materials Limited- a step-down subsidiary of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and subject to such other laws, rules and regulations, , the applicable provisions of the Articles of Association of the Company, and such other approvals, permissions, consents and sanctions of any authorities, if any, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and based on the recommendation of the Audit Committee and the Board, approval of the shareholders of the Company be and is hereby accorded for the following material related party arrangements or transactions proposed to be entered by and between Neogen Ionics Limited, wholly owned subsidiary of the Company and Neogen Morita New Materials Limited, a step down subsidiary of the Company, related party of the Company as per Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (where the Company i. e. Neogen Chemicals Limited may not be a party to the transaction) on such principal terms and conditions as mentioned in detail in the Explanatory Statement and as the Board may deem fit from time to time, for an aggregate amount not exceeding Rs. 2,024 Crore (Rupees Two thousand and Twenty four Crore only):

SR. NO.	PARTICULARS OF PROPOSED TRANSACTIONS	AMOUNT OF THE PROPOSED TRANSACTIONS (UP TO RS. IN CRORES)
1	Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.	200
2	Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities	24
3	Granting Corporate Guarantee, Securities or indemnities i.ro. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited	500
4	Sale of goods including manufactured and traded products, directly or through agent	500
5	Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent	500
6	Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets	50
7	Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)	50
8	Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100
9	Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets	100

RESOLVED FURTHER THAT the Board and its duly constituted Committees, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take

necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and its duly constituted Committees, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board of Directors and its duly constituted Committees of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors
For Neogen Chemicals Limited

UNNATI RAJESH KANANI
Digitally signed by UNNATI RAJESH KANANI
Date: 2026.11.06 18:12:28 +05'30'

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

Place: Thane
Date: October 31, 2026

Registered Office Address:
Office No. 1002, 10th Floor Dev Corpora Building,
Opp. Cadbury Co, Pokhran Road No. 2, Khopat, Thane (W) - 400601
Tel: +91 22 2549 7300
Fax: +91 22 25497399
Email: investor@neogenchem.com
Website: www.neogenchem.com
CIN No.: L24200MH1989PLC050919

Notes:

1. In terms of Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the Listing Regulations, and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts, justification thereof and other details concerning special business under item no. 1 and 2 to be transacted through postal ballot is annexed and forms part of this Notice.

2. All communications including this Postal Ballot Notice along with the explanatory statement and instructions for e-voting, is being sent through email only to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email address is registered with the Company / Depository Participant(s), as on November 5, 2026 ("**the Cut-off Date"**). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars and SEBI Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system. A copy of this Notice will be available on the Company's website https://neogenchem.com/wp-content/uploads/notice-pb-q3-26-27.pdf 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 MIIPL at https://instavote.linkintime.co.in.

3. The Members whose names appear on the Register of Members / List of Beneficial Owners with the Depositories as on the Cut-off Date will be considered for the purpose of voting. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company in the names of the Members as on Thursday, 5 November, 2026, being the Cut-off date for the purpose. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently.

   Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution/Authorization, authorizing their representative to vote through remote e-voting, to the Scrutinizer through e-mail at devendracs@gmail.com with a copy marked to MIIPL at rnt.helpdesk@in.mpms.mufg.com.

4. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on resolution(s) through the e-voting service facility arranged by MIIPL. The e-voting facility is available at the link https://instavote.linkintime.co.in. The instructions for electronic voting are mentioned in note no. 11 to this Notice.

5. The e-voting period will commence from Saturday, November 7, 2026 (9:00 a.m. IST) and shall end on Sunday, December 6, 2026 (5:00 p.m. IST).

6. A member cannot exercise his vote by proxy on postal ballot.

7. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Sunday, 6 December, 2026. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

8. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the results of the voting of postal ballot through e-voting will be announced within 2 working days from the conclusion of e-voting period i.e. by 5:00 p.m. IST on December 8, 2026, at the Registered Office of the Company and shall also be displayed on the Company's website i.e. https://neogenchem.com/announcements/ > under the tab other disclosure pursuant to regulation 30 and communicated to BSE Limited, National Stock Exchange of India Limited and MIIPL on that date.

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 and the explanatory statement pursuant to Section 102 of the Act, shall be available for inspection by the members only through electronic mode during normal business hours on all working days from the date of circulation of this Notice till the last date for receipt of votes by e-voting i.e. Sunday, 6 December, 2026. Members seeking clarifications on the proposals as contained in this Notice or to inspect any of the documents as referred in the Notice can send their requests via an email to the Company at investor@neogenchem.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

10. Members holding shares of the Company are requested to update and 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 at investor@neogenchem.com / RTA at rnt.helpdesk@in.mpms.mufg.com and in prescribed ISR forms available at https://web.in.mpms.mufg.com/KYC-downloads.html and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, 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.

11. **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 / HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

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

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

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

Shareholders not registered for IDeAS facility:

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

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

App Store Google Play

METHOD 3 - NSDL e-voting website

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

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

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

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

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

Shareholders not registered for Easi/ Easiest facility:

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

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

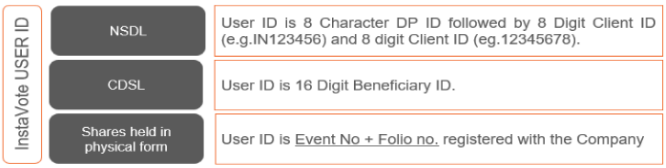
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

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

STEP 1: LOGIN / SIGNUP on InstaVote

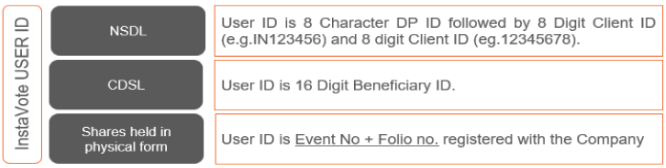
Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   A. User ID: Enter User ID
   B. Password: Enter existing Password
   C. Enter Image Verification (CAPTCHA) Code
   D. Click "Submit".
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   A. User ID: Enter User ID
   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 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
   E. 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).
   F. Enter Image Verification (CAPTCHA) Code.
   G. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).



STEP 2: Steps to cast vote for Resolutions through InstaVote

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

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

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

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

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

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

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

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

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

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

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

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

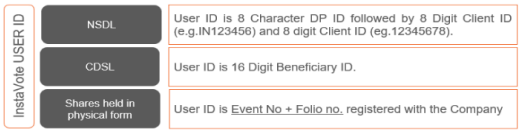
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Forgot Password:

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

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in



- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

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

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

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

General Instructions - Shareholders

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

ANNEXURE TO THE NOTICE

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

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

1) To consider and approve Material Related Party Transaction(s) proposed to be entered into by and between the Company and Neogen Morita New Materials Limited, a step-down subsidiary of the Company:

Pursuant to Section 177 of the Companies Act, 2013 ("**the Act**") every related party transaction required to be approved by the Audit Committee. Further pursuant to Section 188 of the Companies Act, 2013 ("**the Act**"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by ordinary resolution in case certain Related Party Transactions ("**RPTs**") exceed such sum as is specified in the rules.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations'**) as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds threshold prescribed under Schedule XII of the Listing Regulations, and shall require prior approval of Members by means of an Ordinary Resolution. The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and are on an arm's length basis.

The aggregate of transactions to be entered into by the Company, together with transactions already entered into by the Company, if any, with M/s. Neogen Morita New Materials Limited ("**NML**"), the step-down subsidiary, is likely to cross the applicable materiality thresholds as provided in Regulation 23 read with Schedule XII of the Listing Regulations. Accordingly, prior approval of the Members is being sought for all such arrangement(s)/ transaction(s) / contract(s) proposed to be undertaken by and between the Company with NML , the step down subsidiary, whose value may exceed the materiality threshold as provided in Regulation 23 of the Listing Regulations, considering the best interest of the Company. All the transactions shall be in the ordinary course of business of the Company and on an arm's length basis. Hence, the Company is seeking approval from shareholders through postal ballot for entering into transactions with NML and the limit for the transactions is up to Rs. 500 crore for the period commencing from December 8, 2026, till December 7, 2027.

The Securities and Exchange Board of India ("**SEBI**") vide its SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended from time to time and other applicable circular(s) has introduced the Industry Standards on **"Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Industry Standards")** to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations.

The Audit Committee at its meeting held on October 31, 2026 has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

The Audit Committee has reviewed all necessary information and granted approval for entering into the RPTs between the Company and NML for an aggregate value not exceeding Rs. 500 crore for a period commencing from December 8, 2026 till December 7, 2027. While approving the RPTs, the Audit Committee has reviewed the certificate provided by the CFO of the Company as required under the Industry Standards on RPT. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. These RPTs were also placed before the Board of Directors and the same were approved by the Board. At the Audit Committee meeting of the Company for approval of this resolution only Independent Directors acted as Members and voted.

Any subsequent material modification in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Rationale for the value of transactions / Background, details and benefits of the transaction:

Neogen Morita New Materials Limited ("**NML"**) was incorporated on July 30, 2025, as a wholly owned subsidiary of Neogen Ionics limited ("**NIL**") – which is a wholly owned subsidiary of the Company and hence was qualified as a step down wholly owned subsidiary of the Company. However, pursuant to investment by Morita Investment Limited in NML on October 2, 2026 the Company has ceased to be wholly owned subsidiary of NIL and in turn qualifies to be the step-down subsidiary of the Company with effect from October 2, 2026.

The Company holds 100% of the paid-up share capital in NIL, and NIL in turn holds 90.91% w.e.f. October 2, 2026 in NML, and, accordingly, NML qualifies as a step-down subsidiary of the Company. NML is engaged in the business of Specialty Chemicals including Battery chemicals. Considering the operational interdependence and integrated nature of activities, the Company and NML may enter into various Related Party Transactions ("**RPTs**") from time to time.

NML has undertaken a project for producing 3,000 MTPA of Electrolyte salts at Pakhajan. The source of funding of this project is mix of equity contribution from NIL and MIL and debt. The Corporate Guarantee proposed to be given by NIL to NML for availing credit facilities from the Lender is to support the said project.

The Company is proposing to enter into related party transactions with NML w.r.t. Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML, for a period commencing from December 8, 2026 till December 7, 2027 to NML.

The aforesaid transactions by the Company with NML, for a period commencing from December 8, 2026 till December 7, 2027, is estimated to be upto Rs. 500 Crore (Rupees Five Hundred Crore Only) and this amount exceeds the criteria prescribed for materiality in Regulation 23 read with Schedule XII of the Listing Regulations and therefore, it is a material related party transaction and accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

The arrangement will enable NML to avail credit facilities at a competitive rate from Lenders for meeting its CAPEX and/or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time, which will leverage the operational expertise and capabilities of NML in the specialty chemicals and battery business domain, thereby ensuring efficient and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. This will

strengthen the financial position of the Company at Consolidated level. NML, being a step-down subsidiary of the Company, requires operational and financial support to ensure smooth integration and sustained growth. The guarantee/ security/ indemnity is proposed to be provided to support the financial and operational requirements of NML, enabling it to avail credit/ financial facilities on commercially viable terms and ensure smooth conduct of its business operations. These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both the Company and NML.

The management has provided the Audit Committee with the relevant details of proposed RPT including material terms and basis of pricing. All Independent Directors on the Audit Committee of the Company, after reviewing all necessary information, have granted approval for entering into the RPT with NML w.r.t. Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML, for an aggregate value up to Rs. 500 Crore (Rupees Five Hundred Crore Only) for period commencing from December 8, 2026 till December 7, 2027. The Audit Committee has noted that the said transactions with NML will be in the ordinary course of business of the Company and on an arm's length basis.

Details of the proposed RPTs between the Company and NML, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Disclosure pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time:

Sr. No.	Particulars	Details
1.	Name of the Related Party & Nature of Relationship	Neogen Morita New Materials Limited ("**NML"**), is the step-down subsidiary of the Company. The Company holds 100% of the paid-up share capital in Neogen Ionics Limited ("**NIL"**), and Neogen Ionics Limited in turn holds 90.91% in NML, and, accordingly, NML qualifies as a step-down subsidiary of the Company.
2.	Nature, Tenure of the contract and particulars of the contract or arrangement	**Nature**: Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML. **Tenure**: The approval of shareholders shall be valid for a period commencing from December 8, 2026 till December 7, 2027, as per the requirements of the Act and Listing Regulations read with SEBI circular in this respect. The tenure of Corporate Guarantee shall be such as may be decided by and between the Company, NML and Lenders or till the time it is revoked. **Particulars**: Granting Corporate Guarantee, Securities or indemnities by the Company i.r.o. credit facilities/ loans to be availed by NML. The arrangement will enable NML to avail credit facilities at a competitive rate from Lenders for meeting

		its CAPEX and/or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time.
3.	Material terms of the contract or arrangement including the value, if any	Granting Corporate Guarantee, Securities or indemnities by the Company i.r.o. credit facilities/ loans to be availed by NML during the period commencing from December 8, 2026 till December 7, 2027, upto Rs. 500 crores and the amount exceeds the criteria prescribed for materiality in Regulation 23 read with Schedule XII of the Listing Regulations. The approval of shareholders shall be valid for a period commencing from December 8, 2026 till December 7, 2027, as per the requirements of the Act and Listing Regulations read with SEBI circular in this respect. The tenure of Corporate Guarantee shall be such as may be decided by and between the Company, NML and Lenders or till the time it is revoked. The arrangement will enable NML to avail credit facilities at a competitive rate from Lenders for meeting its CAPEX and/or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time.
4.	Any advance paid or received for the contract or arrangement, if any	No advance paid or received for the contract or arrangement.
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing will be determined by considering transfer pricing guidelines applicable if any and it will be at arm's length basis.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes, all the relevant factors are considered.
7.	Any other information relevant or important for the Board to take a decision on the proposed transaction	All the relevant information provided to the Board to take informed decision on the proposed transaction.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for Approval of Related Party Transactions ("RPT Industry Standards"):

Sr. No.	Particulars	Details
1.	**Details of Summary of information provided by the management to the Audit Committee**	
a.	Type, material terms and particulars of the proposed transaction;	Granting Corporate Guarantee, Securities or indemnities by the Company i.r.o. credit facilities/ loans to be availed by NML during the period commencing from December 8, 2026 till December 7, 2027 upto Rs. 500 crores and the amount exceeds the criteria prescribed for materiality in Regulation 23 read with Schedule XII of the Listing Regulations. The approval of shareholders shall be valid for a period commencing from December 8, 2026 till December 7, 2027, as per the requirements of the Act and Listing Regulations read with SEBI circular in this respect. The tenure of Corporate Guarantee shall be such as may be decided by and between the Company, NML and Lenders or till the time it is revoked. The arrangement will enable NML to avail credit facilities at a competitive rate from Lenders for meeting its CAPEX and/or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	NML is the step-down subsidiary of the Company. The Company holds 100% of the paid-up share capital in Neogen Ionics Limited (**NIL**), and NIL in turn holds 90.91% in NML, and, accordingly, NML qualifies as a step-down subsidiary of the Company.
c.	Tenure of the proposed transaction (particular tenure shall be specified);	The approval of shareholders shall be valid for a period commencing from December 8, 2026 till December 7, 2027, as per the requirements of the Act and Listing Regulations read with SEBI circular in this respect.
d.	Value of the proposed transaction	Up to Rs. 500 Crore
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	58.01% percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year. Not Applicable as annual turnover of NML on a standalone basis for the immediately preceding financial year was Nil.

f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		Not Applicable
	i.	Details of the source of funds in connection with the proposed Transaction	Not Applicable
	ii.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments: • Nature of Indebtedness • Cost of funds • Tenure	Not Applicable
	iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	iv.	Purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
g.	Justification as to why the RPT is in the interest of the listed entity;		The RPT is in the interest of the Company as it will enable NML to avail credit facilities at a competitive rate from Lenders for meeting its CAPEX and/ or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time, which will leverage the operational expertise and capabilities of NML in the specialty chemicals and battery business domain, thereby ensuring efficient and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. This will strengthen the financial position of the Company at Consolidated level.
h.	A copy of the valuation or other external party report, if any such report has been relied upon;		Not Applicable
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;		Not Applicable as annual turnover of NML on a Consolidated basis for the immediately preceding financial year was Nil.
j.	Any other information that may be relevant.		Not Applicable

2.	Justification for why the proposed transaction is in the interest of the listed entity;	Refer point no. 1 (g) above
3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 1(f) above;	No
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	The management confirms that each of the transactions proposed to be undertaken with the related party(ies) shall be in the ordinary course of business and all the terms and conditions of the transactions including pricing shall be on arm's length basis. Also, Valuation report or external Report is not applicable to this transaction hence the same has not been obtained particularly for the proposed RPT.
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable as annual turnover of NML on a Consolidated basis for the immediately preceding financial year was Nil.
6	Any other information that may be relevant.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. The mandatory disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated June 26, 2025, as amended from time to time is annexed to this Notice as Annexure A to this explanatory statement.

In view of the above, it is proposed to seek approval of the members of the Company through an Ordinary Resolution for the above transactions and as per the SEBI Listing Regulations, all Related Parties of the Company, whether or not they are a party to the proposed transaction(s), shall not be allowed to vote affirmatively on the proposed Resolution set out in Item No. 1.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the notice for approval of the members.

Annexure A

PART A:

Minimum Information on the Proposed RPT (applicable to all RPTs)

A (1): Basic Details of the Related Party:

Sr. No.	Particulars of the Information	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited (NML).
1.	Name of the related party	Neogen Morita New Materials Limited, a Step-down Subsidiary of the Company.
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Specialty Chemicals including Battery chemicals

A (2): Relationship and Ownership of the Related Party:

Sr. No.	Particulars of the Information	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited (NML).
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Neogen Morita New Materials Limited (**NML**), is the step-down subsidiary of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	• The Company holds 100% of the paid-up share capital in Neogen Ionics Limited, and Neogen Ionics Limited in turn holds 90.91% in Neogen Morita New Materials Limited, and, accordingly, Neogen Morita New Materials Limited qualifies as a step down subsidiary of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	• Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation**: Indirect shareholding shall mean shareholding held*	• Not Applicable

	through any person, over which the listed entity / Subsidiary / related party has control. *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	

A (3): Details of Previous Transactions with the Related Party:

Sr. No.	Particulars of the information	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited (NML).
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	Nil. No transactions undertaken.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil. No transactions undertaken.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil. No default.

A (4): Amount of the proposed transaction(s):

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="3">Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited (NML).</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.</td><td colspan="3"><table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>period commencing from December 8, 2026, till December 7, 2027
(Rs. In crore)</th></tr>
<tr><td>1.</td><td>Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.</td><td>Rs. 500 Crore</td></tr>
</table></td></tr>
</table>

<table>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>58.01%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable as annual turnover of NML on a standalone basis for the immediately preceding financial year was Nil.</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>Not Applicable as annual turnover of NML on a consolidated basis for the immediately preceding financial year was Nil.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanations:
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>The financial performance of related Party i.e. NML is as under:
<table><tr><th>Particulars</th><th>FY 2025-2026 (Rs. in Crore)</th></tr><tr><td>Turnover</td><td>0</td></tr><tr><td>Profit After Tax</td><td>-0.79</td></tr><tr><td>Net Worth</td><td>-0.69</td></tr></table></td></tr>
</table>

A (5): Basic Details of the Proposed Transaction:

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited (NML).</th></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td rowspan="2"><table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. In crore)</th></tr><tr><td>1.</td><td>Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.</td><td>Up to Rs. 500 Crore</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Period commencing from December 8, 2026 till December 7, 2027.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Up to Rs. 500 Crore for a Period commencing from December 8, 2026 till December 7, 2027.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The RPT is in the interest of the Company as it will enable NML to avail credit facilities at a competitive rate from Lenders for meeting its CAPEX and/ or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time, which will leverage the operational expertise and capabilities of NML in the specialty chemicals and battery business domain, thereby ensuring efficient and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm’s length basis, ensuring that they are commercially competitive and at par with prevailing market terms. This will strengthen the financial position of the Company at Consolidated level.</td></tr>
<tr><td>7.</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>(a) Name of the director / KMP:
- Mr. Anurag Surana, Chairman and NED of the Company is the Chairman and Non-Executive Director of NML.
- Dr. Harin Kanani, Managing Director of the Company is the Executive Director of NML.
- Mr. Shyamsunder Upadhyay, Whole-time Director of the Company is the Executive Director of NML.
- Mr. T C N Sai Krishnan, Executive Director of the Company is the Executive Director of NML.</td></tr>
</table>

<table>
<tr>
<td></td>
<td></td>
<td>(b) Shareholding of the director / KMP, whether direct or indirect, in the related party:
<table>
<tr><th>Name</th><th>Shareholding in the Company</th><th>Shareholding in NIL</th><th>Shareholding in NML</th></tr>
<tr><td>Anurag Surana</td><td>2,25,000 Equity Shares (0.75%)</td><td>1 Equity share (0.00%)</td><td>0</td></tr>
<tr><td>Dr. Harin Kanani</td><td>33,38,250 Equity Shares (11.11%)

He is also a Trustee of Haridas Kanani Family Trust and Beena Kanani Family trust who holds 17.56% and 8.78 % in the Company respectively.</td><td>1 Equity share as a nominee shareholder of the Company (0.00%)</td><td>1 Equity share as a nominee shareholder of NIL (0.00%)</td></tr>
<tr><td>Shyamsunder Upadhyay</td><td>80 Equity Shares (0.00%)</td><td>0</td><td>0</td></tr>
<tr><td>T C N Sai Krishnan</td><td>300 Equity Shares (0.00%)</td><td>0</td><td>0</td></tr>
</table>
Their interest or concern of Directors/ KMP or that of their relatives, is limited only to the extent of their holding directorship as above and the shareholding in NML as a Nominee shareholder of the Company.</td>
</tr>
<tr>
<td>8.</td>
<td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td>
<td>Not Applicable. Arm’s length price will be charged.</td>
</tr>
<tr>
<td>9.</td>
<td>Other information relevant for decision making.
(a) Transaction Currency
(b) Functional Currency of reporting entity (Listed Entity or Subsidiary)
(c) Is the transaction in the Ordinary course of Business?
(d) Is the transaction on an Arms Length basis?</td>
<td>a) INR
b) INR
c) Yes
d) Yes</td>
</tr>
</table>

PART - B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

Sr. No.	Particulars of the information	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited (NML).
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The RPT is in the interest of the Company as it will enable NML to avail credit facilities at a competitive rate from Lenders for meeting its CAPEX and/ or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time, which will leverage the operational expertise and capabilities of NML in the specialty chemicals and battery business domain, thereby ensuring efficient and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. This will strengthen the financial position of the Company at Consolidated level. NML, being a step-down subsidiary of the Company, requires operational and financial support to ensure smooth integration and sustained growth. The guarantee/ security/ indemnity is proposed to be provided to support the financial and operational requirements of NML, enabling it to avail credit/ financial facilities on commercially viable terms and ensure smooth conduct of its business operations.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, the proposed guarantee/ security/ indemnity will create legally binding obligation on the Company to the extent of the terms agreed.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) The Company shall receive commission as mutually agreed between the parties from time to time not exceeding 0.1% per annum on the principle outstanding. (ii) The borrowings of NML shall be secured by charges on its movable and immovable assets and be further supported by a corporate guarantee issued by NIL and the Company. Based on the current financial position and projections, NML is expected to meet its financial obligations as they fall due, and accordingly, no invocation of the guarantee is envisaged. However, in the event that the guarantee, surety, indemnity or comfort letter is invoked, the Company (as guarantor) shall be subrogated to the rights of the lender and shall step into the position of the beneficiary/creditor to the extent of the amounts discharged. The Company shall consequently be entitled to exercise all rights, remedies, and claims against the principal obligor, including the right to recover the amounts paid, in accordance with applicable laws and contractual arrangements.

3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter has been provided is upto Rs. 500 Crore. At present, no provision is required to be made in the books of account of the Company or NML in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or crystallization of the obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by Neogen Morita New Materials Limited (NML).
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party ***Note:*** a. *Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* b. *This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	No credit rating has been obtained by NML till date.
2.	Details of solvency status and going concern status of the	NML was incorporated on July 30, 2025, and hence has a net worth of Rs. -0.69 crore for the financial year ended March 31,

	related party during the last three financial years: *FY 2025-2026* *FY 2024-2025* *FY 2023-2024*	2026, and has not filed for insolvency. It operates as a going concern, with no intention or necessity to liquidate the entity.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter is upto Rs. 500 Crore. At present, no provision is required to be made in the books of account of the Company, in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or crystallization of the obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	No, Not Applicable.
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No, Not Applicable.

	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 1 for approval by the members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding / directorship in the Company, if any.

2) To consider and approve Material Related Party Transaction(s) proposed to be entered into by and between Neogen Ionics Limited- a wholly owned subsidiary of the Company and Neogen Morita New Materials Limited- a step-down subsidiary of the Company:

Pursuant to Section 177 of the Companies Act, 2013 ("**the Act**") every related party transactions required to be approved by the Audit Committee. Further pursuant to Section 188 of the Companies Act, 2013 ("**the Act**"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by ordinary resolution in case certain Related Party Transactions ("**RPTs**) exceed such sum as is specified in the rules.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, a transaction with a related party shall be considered material if the transaction(s), entered into or proposed to be entered into, individually or taken together with the previous transactions during a financial year, exceed the thresholds prescribed under Schedule XII of the SEBI Listing Regulations. All material related party transactions and subsequent material modifications (even if the Company is not a party to the transaction) as defined by the audit committee under sub-regulation (2) of regulation 23, shall require prior approval of the Members of the listed entity by way of an Ordinary Resolution, in accordance with Regulation 23(4) of the SEBI Listing Regulations and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Neogen Ionics Limited ("**NIL**"), a wholly owned subsidiary of Neogen Chemicals Limited ("**the Company**"), is engaged in transactions with M/s. Neogen Morita New Materials Limited ("**NML**"), which is a subsidiary of NIL and, accordingly, a step-down subsidiary of the Company.

Since NIL and NML are subsidiaries of the Company, the transactions proposed to be entered into between them constitute related party transactions within the meaning of regulation 23 of the SEBI Listing Regulations. Accordingly, the provisions of Regulation 23 of the SEBI Listing Regulations, including the requirements relating to materiality and prior approval of the Members of the Company, shall be applicable to such transactions (even if the Company is not a party to the transaction), wherever the

prescribed thresholds under Regulation 23 read with Schedule XII of the SEBI Listing Regulations are exceeded,

The aggregate value of the transactions proposed to be entered into by NIL with NML, together with the transactions already undertaken between them during the relevant financial years, is likely to exceed the applicable materiality thresholds prescribed under Regulation 23 read with Schedule XII of the SEBI Listing Regulations. Accordingly, the prior approval of the Members of the Company is being sought by way of an Ordinary Resolution for entering into and/or continuing the arrangements, contracts and transactions between NIL and NML, up to an aggregate value not exceeding Rs. 2,024 crore, during the period commencing from December 8, 2026 till December 7, 2027 as detailed in the resolution.

All the aforesaid transactions shall be undertaken in the ordinary course of business of the respective companies and on an arm's length basis and shall be carried out on such terms and conditions as may be mutually agreed upon between the parties, subject to applicable laws and regulations. The proposed transactions are intended to facilitate efficient utilization of manufacturing infrastructure, technology, and operational resources between these subsidiaries to cater to their business requirements. Such arrangements enable optimal utilisation of available capacity, seamless availability of materials and technology, operational flexibility in production planning, efficient alignment of commercial and financial transactions ensuring timely delivery and sustained customer satisfaction, thereby being in the overall interest of the Company and its shareholders.

The approval of the Members is being sought in the best interests of the Company and its subsidiaries, to enable NIL and NML to undertake the aforesaid transactions from time to time, subject to the approved limits and applicable regulatory requirements.

Accordingly, the Members are requested to accord their approval to the resolution set out in the accompanying Notice by way of an Ordinary Resolution, pursuant to Regulation 23(4) of the SEBI Listing Regulations.

The transactions shall be subject to such approvals, disclosures, monitoring and other compliances as may be applicable under the SEBI Listing Regulations, the Companies Act, 2013 and other applicable laws.

The Securities and Exchange Board of India ("SEBI") vide its Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended from time to time and other applicable circular(s) has introduced the Industry Standards on **"Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Industry Standards")** to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations.

The Audit Committee of the Company at its meeting held on October 31, 2026 has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s) between NIL and NML , and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company. Further the Board of Directors of the Company in its meeting held on October 31, 2026 approved the same, subject to approval of the shareholders of the Company and such necessary approvals as may be required in this respect.

The Audit Committee and the Board of the Company has reviewed all necessary information and granted approval for the RPTs as mentioned in the resolution, to be entered by and between NIL and NML for an aggregate value upto Rs. 2,024 crore for the period commencing from December 8, 2026 till December 7, 2027. While approving the RPTs, the Audit Committee has reviewed the certificate provided by the CFO of the Company as required under the Industry Standards on RPT. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. These RPTs were also placed before the Board of Directors and the same were approved by the Board. At the Audit Committee meeting of the Company for approval of this resolution only Independent Directors acted as Members and voted.

Any subsequent material modification in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Rationale for the value of transactions / Background, details and benefits of the transaction:

Neogen Morita New Materials Limited ("**NML"**) was incorporated on July 30, 2025, as a wholly owned subsidiary of Neogen Ionics limited ("**NIL**") – which is a wholly owned subsidiary of the Company and hence was qualified as a step down wholly owned subsidiary of the Company. However, pursuant to investment by Morita Investment Limited ("**MIL**") in NML on October 2, 2026 the Company has ceased to be wholly owned subsidiary of NIL and in turn qualifies to be the step-down subsidiary of the Company with effect from October 2, 2026.

The Company holds 100% of the paid-up share capital in NIL, and NIL in turn holds 90.91% w.e.f. October 2, 2026 in NML, and, accordingly, NML qualifies as a step-down subsidiary of the Company. NML is engaged in the business of Specialty Chemicals including Battery chemicals. Considering the operational interdependence and integrated nature of activities, the Company and NML may enter into various Related Party Transactions ("**RPTs**") from time to time.

NML has undertaken a project for producing 3,000 MTPA of Electrolyte salts at Pakhajan. The source of funding of this project is mix of equity contribution from NIL and MIL and debt. The Corporate Guarantee proposed to be given by NIL to NML for availing credit facilities from the Lender is to support the said project.

The electrolytes salt produced by NML would be sold to NIL for internal consumption for production of Electrolytes by NIL. Likewise, any surplus salt available at NIL will be sold to third party through NML.

Hence, the transactions as mentioned in the resolution proposed to be entered by and between NIL and NML, for a period commencing from December 8, 2026, till December 7, 2027, is estimated to be upto Rs. 2024 Crore and this amount exceeds the criteria prescribed for materiality in Regulation 23 read with Schedule XII of the Listing Regulations and therefore, it is a material related party transaction and accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution even though the Company is not a party to these transactions.

The proposed transactions are intended to facilitate efficient utilization of manufacturing infrastructure, technology, and operational resources between these subsidiaries to cater to their business requirements. Such arrangements enable optimal utilization of available capacity, seamless availability of materials and technology, operational flexibility in production planning, efficient alignment of commercial and financial transactions ensuring timely delivery and sustained customer satisfaction, thereby being in the overall interest of the Company and its shareholders.

NML, being a subsidiary of NIL, requires operational and financial support to ensure smooth integration and sustained growth. The guarantee/ security/ indemnity is proposed to be provided to support the financial and operational requirements of NML, enabling it to avail credit/ financial facilities on commercially viable terms and ensure smooth conduct of its business operations. These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both NIL and NML.

The management has provided the Audit Committee of the Company with the relevant details of proposed RPT proposed to be executed by and between NIL and NML including material terms and basis of pricing. All Independent Directors on the Audit Committee of the Company, after reviewing all necessary information, have granted approval for entering into the RPT proposed to be executed by and between NIL and NML, for an aggregate value up to Rs. 2024 Crore for period commencing from December 8, 2026 till December 7, 2027. The Audit Committee has noted that the said transactions of NIL and NML will be in the ordinary course of business of the Company and on an arm's length basis.

Details of the proposed RPTs between NIL and NML, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Disclosure pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1.</td><td>Name of the Related Party & Nature of Relationship</td><td>Name and Relationship:
a) Neogen Ionics Limited, the wholly owned subsidiary of the Company (“NIL”)
b) Neogen Morita New Materials Limited, the step down subsidiary of the Company (“NML”)</td></tr>
<tr><td>2.</td><td>Nature, Tenure of the contract and particulars of the contract or arrangement</td><td><u>Nature</u>:

<table>
<tr><th>Particulars</th><th>Up to Rs. in Crore</th></tr>
<tr><td>Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.</td><td>200</td></tr>
<tr><td>Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities</td><td>24</td></tr>
<tr><td>Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.</td><td>500</td></tr>
<tr><td>Sale of goods including manufactured and traded products, directly or through agent</td><td>500</td></tr>
<tr><td>Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent</td><td>500</td></tr>
<tr><td>Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets</td><td>50</td></tr>
<tr><td>Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)</td><td>50</td></tr>
<tr><td>Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td><td>100</td></tr>
<tr><td>Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets</td><td>100</td></tr>
<tr><td>TOTAL</td><td>2,024</td></tr>
</table>

Tenure: The approval of shareholders shall be valid for a period commencing from December 8, 2026 till December 7, 2027, as per the requirements of the Act and Listing Regulations read with SEBI circular in this respect.

The tenure of Corporate Guarantee shall be such as may be decided by and between NIL, NML and Lenders or till the time it is revoked.</td></tr>
</table>

3.	Material terms of the contract or arrangement including the value, if any.	Refer point 2 above
4.	Any advance paid or received for the contract or arrangement, if any.	Not Applicable.
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing will be determined by considering transfer pricing guidelines if applicable any and it will be at arm's length basis.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes, all the relevant factors are considered.
7.	Any other information relevant or important for the Board to take a decision on the proposed transaction	All the relevant information provided to the Board to take informed decision on the proposed transaction.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for Approval of Related Party Transactions ("RPT Industry Standards"):

Sr. No.	Particulars	Details								
1.	**Details of Summary of information provided by the management to the Audit Committee**									
a.	Type, material terms and particulars of the proposed transaction;	Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities	Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.	Sale of goods including manufactured and traded products, directly or through agent	Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent	Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets	Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)	Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	By and between Neogen Ionics Limited- a wholly owned subsidiary of the Company and Neogen Morita New Materials Limited- a step-down subsidiary of the Company.								
c.	Tenure of the proposed transaction	**Tenure**: The approval of shareholders shall be valid for a period commencing from December 8, 2026 till December 7, 2027, as per the requirements of the Act and Listing Regulations read with SEBI circular in this respect.								

	(particular tenure shall be specified);									
d.	Value of the proposed transaction	Rs. 200 Crore	Rs. 24 Crore	Rs. 500 Crore	Rs. 500 Crore	Rs. 500 Crore	Rs. 50 Crore	Rs. 50 Crore	Rs. 100 Crore	Rs. 100 Crore
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)									
	As a % of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	23.20%	2.78%	58.01%	58.01%	58.01%	5.80%	5.80%	11.60%	11.60%
	As a % of the subsidiary's annual turnover on a standalone basis	556.02%	66.72%	1390.05%	1390.05%	1390.05%	139.00%	139.00%	278.01%	278.01%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:									
	i. Details of the source of funds in connection with the proposed	Internal Accruals	Internal Accruals	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

		Transaction									
	ii.	**Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments Tenure**									
		Nature of Indebtedness	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Total Cost of borrowing	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Tenure	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:									
		Applicable terms, including covenants	As per Loan/ ICD Agreement to be executed between NIL and NML	As per Loan/ ICD Agreement to be executed between NIL and NML	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Tenure	08-12-2026 to 07-12-2027	08-12-2026 to 07-12-2027	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Interest rate	As per Loans/ ICD Agreement to be executed between NIL and NML	As per Loans/ ICD Agreement to be executed between NIL and NML	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Repayment schedule	As per Loans/ ICD Agreement to be executed between NIL and NML	As per Loans/ ICD Agreement to be executed between NIL and NML	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		whether secured or	Unsecured	Unsecured	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

		unsecured; if secured, the nature of security									
	iv.	Purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	The fund will be utilized by NML to meet its CAPEX, OPEX and/ or Working Capital requirements and/ or such other general Business, operational and/or corporate purposes as may be permissible under the applicable laws, subject to such approval as may be required from time to time.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
g.	Justification as to why the RPT is in the interest of the		The RPT is in the interest of NML and NIL as it will enable NML to avail credit facilities at a competitive rate from Lenders and the same shall be utilized by NML for meeting its CAPEX and/or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time, which will leverage the operational expertise								

	listed entity;	and capabilities of NML in the specialty chemicals and battery business domain, thereby ensuring efficient and seamless execution of its business operations. The transactions are / shall be undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. This will strengthen the financial position of the Company at Consolidated level. NML, being a subsidiary of NIL and step-down subsidiary of the Company, requires operational and financial support to ensure smooth integration and sustained growth. The guarantee/ security/ indemnity is proposed to be provided by the Company and NIL to support the financial and operational requirements of NML, enabling it to avail credit/ financial facilities on commercially viable terms and ensure smooth conduct of its business operations. The proposed transactions are intended to facilitate efficient utilization of manufacturing infrastructure, technology, and operational resources between these subsidiaries to cater to their business requirements. Such arrangements enable optimal utilization of available capacity, seamless availability of materials and technology, operational flexibility in production planning, efficient alignment of commercial and financial transactions ensuring timely delivery and sustained customer satisfaction, thereby being in the overall interest of the Company and its shareholders.								
h.	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable as annual turnover of NML on a consolidated basis for the immediately preceding financial year was Nil.								
j.	Any other information that may be relevant.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2.	**Justification for why the proposed**	Refer point no. 1 (g) above	Refer point no. 1 (g) above	Refer point no. 1 (g) above	Refer point no. 1 (g) above	Refer point no. 1 (g)	Refer point no. 1 (g)	Refer point no. 1 (g) above	Refer point no. 1 (g) above	Refer point no. 1 (g) above

	transaction is in the interest of the listed entity;					above	above			
3.	**Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 1(f) above;**	Refer point no. 1 (f) above	Refer point no. 1 (f) above	Refer point no. 1 (f) above	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4.	**A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;**	The management confirms that each of the transactions undertaken/ proposed to be undertaken with the related parties were/ shall be in the ordinary course of business and all the terms and conditions of the transactions including pricing were/ shall be on arm's length basis. Considering this Valuation or external Report has not been obtained particularly for the proposed RPT.								
5.	**Percentage of the counter-party's annual**	Not Applicable as annual turnover of NML on a consolidated basis for the immediately preceding financial year was Nil.								

	consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	
6.	**Any other information that may be relevant.**	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. The mandatory disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated June 26, 2025 is annexed to this Notice as Annexure B.

In view of the above, it is proposed to seek approval of the members of the Company through an Ordinary Resolution for the above transactions and as per the SEBI Listing Regulations, all Related Parties of the Company, whether or not they are a party to the proposed transaction(s), shall not be allowed to vote affirmatively on the proposed Resolution set out in Item No. 2.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the notice for approval of the members:

Annexure B

PART A:

Minimum Information of the Proposed RPT (applicable to all RPTs)

A (1): Basic Details of the Related Party:

Sr. No.	Particulars of the Information	Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.	Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.	Sale of goods including manufactured and traded products, directly or through agent	Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent	Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets	Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)	Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets
1.	Name of the related party	a) Neogen Ionics Limited- a wholly owned subsidiary of the Company **("NIL")** and b) Neogen Morita New Materials Limited- a step-down subsidiary of the Company. **("NML")**								
2.	Country of incorporation of the related party	India								
3.	Nature of business of the related party	Both Neogen Ionics Limited and Neogen Morita New Materials Limited are primarily engaged in the business of Specialty Chemicals including Battery chemicals.								

A (2): Relationship and Ownership of the Related Party:

Sr. No.	Particulars of the Information	Granting of Unsecured Loans and advances including inter-corporate deposit(s) / Credit Facilities.	Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.	Sale of goods including manufactured and traded products, directly or through agent	Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent	Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets	Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)	Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Neogen Ionics Limited is a wholly owned subsidiary of the Company and Neogen Morita New Materials Limited is a step-down subsidiary of the Company.								
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	• The Company holds 100% of the paid-up share capital in Neogen Ionics Limited, and Neogen Ionics Limited in turn holds 90.91% in Neogen Morita New Materials Limited, and, accordingly, Neogen Morita New Materials Limited qualifies as a step-down subsidiary of the Company. • Neogen Morita New Materials Limited ("NML") was incorporated on July 30, 2025 as a wholly owned subsidiary of Neogen Ionics limited ("NIL") – which is a wholly owned subsidiary of the Company and hence qualified as a step down wholly owned subsidiary of the Company. However, pursuant to investment by Morita Investment Limited in NML on October 2, 2026 the Company has ceased to be wholly owned subsidiary of NIL and in turn qualifies to be the step-down subsidiary of the Company with effect from October 2, 2026.								
	• Where the related party is a partnership firm or a sole									

	proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	• Not Applicable.
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity / Subsidiary / related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	• Nil

A(3): Details of Previous Transactions with the Related Party:

Sr. No.	Particulars of the information	Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.	Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.	Sale of goods including manufactured and traded products, directly or through agent	Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent	Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets	Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)	Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.* There are no transactions executed between the Listed Entity (the Company) with related Party Neogen Morita New Materials Limited (NML). However, there were transactions between the Subsidiary (Neogen Ionics Limited (**NIL**)- a wholly owned subsidiary of the Company with the related Party i.e. NML - the then wholly owned subsidiary of the Company at the time of execution of transaction and the same are as given hereunder**:**									
	Transactions undertaken between the Subsidiary (Neogen Ionics Limited (**NIL**)- a wholly owned subsidiary of the Company with the related Party i.e. NML - the then wholly owned subsidiary of the Company at the time of execution of transaction	Rs. 6.60 Crore	Rs. 0.15 Crore	Nil	Nil	Nil	Rs. 0.70 Crore	Nil	Nil	Nil
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current	Rs. 2.10 Crore	Rs. 0.42 Crore	Nil	Rs. 0.95 Crore	Nil	Rs. 0.60 Crore	Nil	Nil	Rs. 245 Crore

	financial year up to the quarter immediately preceding the quarter in which the approval is sought.									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

A (4): Amount of the proposed transaction(s):

Sr. No.	**Particulars of the information**	**Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.**	**Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities**	**Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.**	**Sale of goods including manufactured and traded products, directly or through agent**	**Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent**	**Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets**	**Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)**	**Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses**	**Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets**
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.	Rs. 200 Crore	Rs. 24 Crore	Rs. 500 Crore	Rs. 500 Crore	Rs. 500 Crore	Rs. 50 Crore	Rs. 50 Crore	Rs. 100 Crore	Rs. 100 Crore

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	23.20%	2.78%	58.01%	58.01%	58.01%	5.80%	5.80%	11.60%	11.60%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)									
	As % of NIL's Annual Standalone turnover for the immediately preceding financial year	556.02%	66.72%	1390.05%	1390.05%	1390.05%	139.00%	139.00%	278.01%	278.01%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.									
	As % of related party i.e. NMLs Annual Consolidated turnover for the immediately preceding financial year	Not Applicable as annual turnover of NML on a Consolidated basis for the immediately preceding financial year was Nil.								
6.	Financial performance of the related party for the immediately preceding financial year:	**Particulars**	**FY 2025-2026 (Rs. in Crore)**							
		Turnover	0							
		Profit After Tax	-0.79							
		Net Worth	-0.69							

	***Explanations**:* *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	

A (5): Basic Details of the Proposed Transaction:

Sr. No.	Particulars of the information	Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.	Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.	Sale of goods including manufactured and traded products, directly or through agent	Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent	Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets	Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)	Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.	Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.	Sale of goods including manufactured and traded products, directly or through agent	Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent	Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and	Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D	Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimburs	Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets

							Machinery or any other assets	services, administrative or support services etc.)	ement of shared expenses	
2.	Details of each type of the proposed transaction.	The proposed Related Party Transactions to be entered into between the NIL and NML shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include: a) Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities; b) Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities; c) Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML; d) Sale of goods including manufactured and traded products, directly or through agent; e) Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent; f) Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets; g) Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.); h) Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses; i) Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Period commencing from December 8, 2026 till December 7, 2027.								
4.	Whether omnibus approval is being sought?	Yes								

<table>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Value of transactions for Period commencing from December 8, 2026 till December 7, 2027 is ₹2,024 crore. Approval of the Members is being sought for material RPTs for period commencing from December 8, 2026 till December 7, 2027. Break-up of the same is as under:

<table>
<tr><td>Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.</td><td>200</td></tr>
<tr><td>Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities</td><td>24</td></tr>
<tr><td>Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.</td><td>500</td></tr>
<tr><td>Sale of goods including manufactured and traded products, directly or through agent</td><td>500</td></tr>
<tr><td>Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent</td><td>500</td></tr>
<tr><td>Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets</td><td>50</td></tr>
<tr><td>Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)</td><td>50</td></tr>
<tr><td>Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td><td>100</td></tr>
<tr><td>Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets</td><td>100</td></tr>
</table>
An omnibus approval is sought for the aforesaid related party transactions.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>The RPT is in the interest of NML and NIL as it will enable NML to avail credit facilities at a competitive rate from Lenders and the same shall be utilized by NML for meeting its CAPEX and/or working capital requirement and/or to utilize the same for general corporate purpose or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time, which will leverage the operational expertise and capabilities of NML in the specialty chemicals and battery business domain, thereby ensuring efficient and seamless execution of its business operations. The transactions are / shall be undertaken in the ordinary course of business and on an arm’s length basis, ensuring that they are commercially competitive and at par with prevailing market terms. This will strengthen the financial position of the Company at Consolidated level. NML, being a subsidiary of NIL and step-down subsidiary of the Company, requires operational and financial support to ensure smooth integration and sustained growth. The guarantee/ security/ indemnity is proposed to be provided by the Company and NIL to support the financial and operational requirements of NML, enabling it to avail credit/ financial facilities on commercially viable terms and ensure smooth conduct of its business operations.
The proposed transactions are intended to facilitate efficient utilization of manufacturing infrastructure, technology, and operational resources between these subsidiaries to cater to their business requirements. Such arrangements enable optimal utilization of available capacity, seamless</td></tr>
</table>

		availability of materials and technology, operational flexibility in production planning, efficient alignment of commercial and financial transactions ensuring timely delivery and sustained customer satisfaction, thereby being in the overall interest of the Company and its shareholders.

7. Details of the promoter(s)/ director(s) / key managerial **personnel of the listed entity** who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.

Name	Designation in listed entity	Shareholding in Company (Listed Entity)	Shareholding in NIL	Shareholding in NML
Anurag Surana	Chairman and NED	2,25,000 Equity Shares (0.75%)	1 Equity share (0.00%) as a nominee shareholder of the Company	0
Dr. Harin Kanani	Managing Director	33,38,250 Equity Shares (11.11%) He is also a Trustee of Haridas Kanani Family Trust and Beena Kanani Family trust who holds 17.56% and 8.78 % in the Company respectively.	1 Equity share (0.00%) as a nominee shareholder of the Company	1 Equity share (0.00%) as a nominee shareholder of NIL
Shyamsunder Upadhyay	Whole-time Director	80 Equity Shares (0.00%)	0	0
T C N Sai Krishnan	Executive Director	300 Equity Shares (0.00%)	0	0
Prof. Ranjan Malik	Independent Director	0	0	0

Their interest or concern of Directors/ KMP or that of their relatives, is limited only to the extent of their holding directorship as above and the shareholding in NIL and NML as a Nominee shareholder of the Company.

8. A copy of the valuation or other external party report, if any, shall be placed before the Audit	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

	Committee.									
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.								

PART - B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:

B (1): Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	**Particulars of the information**	**Information provided by the Management**		
	Transaction type	**Sale of goods including manufactured and traded products, directly or through agent**	**Purchase or supply of any goods or materials like raw materials, WIP and finished goods, directly or through agent**	**Availing or rendering of any services (including all technical, professional, corporate, advisory, R&D services, administrative or support services etc.)**
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient		
2.	Basis of determination of price	Arm's length price prevailing at the time of execution of the transaction. The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.		
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:			
	a. Amount of Trade advance	N.A.	N.A.	N.A.
	b. Tenure	N.A.	N.A.	N.A.
	c. Whether same is self-liquidating?	N.A.	N.A.	N.A.

B (2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Information provided by the Management	
	Type of transaction	**Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.**	**Interest on Inter-corporate deposit(s) /Borrowing of Unsecured Loan(s)/Credit Facilities**
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies/housing finance companies.*	Internal Accruals	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies / housing finance companies.*	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to arm's length principles to ensure fairness and compliance and the same shall be disclosed appropriately as and when required	
	a. Nature of indebtedness	N.A.	N.A.
	b. Total cost of borrowing	N.A.	N.A.
	c. Tenure	N.A.	N.A.
	d. Other details	N.A.	N.A.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. ***Note:*** *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	Interest rate of borrowing is in the range of 8% to 12*% per annum.*	
4.	Proposed interest rate to be charged by listed entity or its	The interest rate applicable to the transaction shall be determined based on guidance	

	subsidiary from the related party.	provided and approved by the Audit Committee depending on the prevailing rate of interest for borrowing from the banks/other lenders.	
5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which will be in line with the nature and purpose of the transaction or it shall be repayable on demand, without any predetermined repayment schedule or tenure as may be agreed upon by and between the parties from time to time	
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.	
7.	Whether secured or unsecured?	Unsecured	Not applicable
8.	If secured, the nature of security & security coverage ratio	Not applicable	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards meeting its CAPEX and / or working capital requirement and/ or to utilize the same for general corporate purposes or such other purpose as permissible under the applicable laws subject to requisite approvals from time to time.	Not applicable

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

Sr. No.	Particulars of the information	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee/ security/ indemnity is proposed to be provided to support the financial and operational requirements of the subsidiary, enabling NML to avail credit/ financial facilities on commercially viable terms and ensure smooth conduct of its business operations. These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of the Company, NIL and NML.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on NIL to the extent of the terms agreed.

2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) The Company shall receive commission as mutually agreed between the parties from time to time not exceeding 0.1% per annum on the principle outstanding. (ii) The borrowings of the said entity shall be primarily secured by charges on its movable and immovable assets and be further supported by a corporate guarantee issued by NIL and the Company. Based on the current financial position and projections, the NML is expected to meet its financial obligations as they fall due, and accordingly, no invocation of the guarantee is envisaged. However, in the event that the guarantee, surety, indemnity or comfort letter is invoked, the NIL (as guarantor) shall be subrogated to the rights of the lender and shall step into the position of the beneficiary/creditor to the extent of the amounts discharged. NIL shall consequently be entitled to exercise all rights, remedies, and claims against the principal obligor, including the right to recover the amounts paid, in accordance with applicable laws and contractual arrangements.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter has been provided upto Rs. 500 Crore. At present, no provision is required to be made in the books of account of the Company or NIL in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or crystallization of the obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.

B (6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

Sr. No.	Particulars of the information	Information provided by the Management		
	Transaction Type	**Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets**	**Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses**	**Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets**
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient.		
2.	Basis of determination of price	Arm's length price prevailing at the time of execution of the transaction. The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.		
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	The proposed Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets is intended to optimize asset utilization, improving operational efficiency, and enabling the Company to focus on its business activities while strengthening its financial position.	Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses within the group level provides efficiency in delivery and cost reduction to the Company and the revenue generated is within the group level. Sharing of resources helps in Economising the cost at entire Group level	The proposed Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets is intended to ensure that all related assets are held under the respective Group Company thereby improving operational efficiency, and enabling the Company to focus on its business activities while strengthening its financial position.

<table>
<tr><td>4.</td><td>Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:
<table>
<tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
<tr><td>Turnover</td><td></td><td></td><td></td></tr>
<tr><td>Net Worth</td><td></td><td></td><td></td></tr>
<tr><td>Net Profit</td><td></td><td></td><td></td></tr>
</table></td><td>N.A.</td><td>N.A.</td><td>N.A.</td></tr>
<tr><td rowspan="4">5.</td><td>Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.</td><td></td><td></td><td></td></tr>
<tr><td>a. Expected impact on turnover</td><td>N.A.</td><td>N.A.</td><td>N.A.</td></tr>
<tr><td>b. Expected impact on net worth</td><td>N.A.</td><td>N.A.</td><td>N.A.</td></tr>
<tr><td>c. Expected impact on net profit</td><td>N.A.</td><td>N.A.</td><td>N.A.</td></tr>
</table>

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C (1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
	Type of transaction	**Granting of Unsecured Loans and advances including inter-corporate deposit(s)/ Credit Facilities.**
1.	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	Neogen Ionics Limited: Crisil BBB+ (Long Term) Neogen Morita New Materials Limited: Not Applicable.

2.	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* **In addition, state the following:** a) Whether the account of the related party has been classified as a non- performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	Not Applicable
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

C (3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Granting Corporate Guarantee, Securities or indemnities i.r.o. loans/ credit facilities as may be availed by NML.
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party *Note:* c. *Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* d. *This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	Neogen Ionics Limited: Crisil BBB+ (Long Term) Neogen Morita New Materials Limited: Not Applicable.
2.	Details of solvency status and going concern status of the related party during the last three financial years:	NIL and NML have a negative net worth of Rs. -25.22 crore and Rs. -0.69 crore respectively for the financial year ended March 31, 2026, and both have not filed for insolvency. They operate as a going concern, with no intention or necessity to liquidate themselves.

	FY 2025-2026 *FY 2024-2025* *FY 2023-2024*	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by and between NIL and the Company for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter shall not exceed Rs. 500 Crore each. At present, no provision is required to be made in the books of account of the NIL and the Company in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or crystallization of the obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	No, Not Applicable.

	In addition, state the following: e) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; f) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; g) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; h) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	No, Not Applicable.
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

C (5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate:

Sr. No.	Particulars of the information	Information provided by the management		
	Transaction type	**Leasing of property of any kind & Renting of Factory, Office, Land & Building, Plant and Machinery or any other assets**	**Infrastructure and resource sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses**	**Purchase, Sale or Transfer of Assets, including Tangible and Intangible Assets**
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	1.10 crore	Nil	245 crore
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No	No	No
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No	No	No
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No	No	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	N.A.	N.A.	N.A.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 2 for approval by the members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding / directorship in the Company, if any.

By order of the Board of Directors
For Neogen Chemicals Limited

UNNATI RAJESH KANANI

Digitally signed by UNNATI RAJESH KANANI
Date: 2026.11.06 18:12:59 +05'30'

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

Place: Thane
Date: October 31, 2026

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