



**Date:** September 07, 2026

To,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai-400051

**Subject: Notice of 12<sup>th</sup> Annual General Meeting for the Financial Year 2025-26.**

**Ref: Vigor Plast India Limited (Symbol/ISIN: VIGOR/ INE1DM601016)**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of 12<sup>th</sup> Annual General Meeting dated September 07, 2026 ("the Notice") together with the Explanatory statement seeking approval of the members of the Company for resolutions as set out in the notice, in respect of 12<sup>th</sup> Annual General Meeting of the Members of Vigor Plast India Limited ("the company") to be held on Tuesday, September 29, 2026, at 04:00 P.M. through Video Conference (VC) or Other Audio Visual Means (OAVM).

The Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company/Depositories, as on September 04, 2026.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a.m. (IST) on Saturday, September 26, 2026

End of e-voting: 5:00 p.m. (IST) on Monday, September 28, 2026

The Notice is also available on the Company's website at <https://www.vigorplastindia.com/>

You are requested to take the same on your records.

Thanking You.

**For, Vigor Plast India Limited**

**Rajesh Premjibhai Kathiriya**  
**Whole Time Director**  
**DIN: 06784756**

**Encl.: A/a**



## NOTICE OF 12<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twelfth (12<sup>th</sup>) Annual General Meeting (AGM) of the Members of Vigor Plast India Limited ("the Company" or "VIGOR") will be held on Tuesday, September 29, 2026 at 4:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR END ED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE STATUTORY AUDITORS THEREON :

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** the Audited Standalone financial statement of the Company for the financial year ended on March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MR. RAJESH PREMJBHAI KATHIRIYA (DIN: 06784756) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT;

**Explanation:** In accordance with the provisions of Section 152 of the Companies Act, 2013, one-third of the Directors (excluding Independent Directors) are liable to retire by rotation at every Annual General Meeting. Accordingly, Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), Whole time Director, retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The Nomination and Remuneration Committee and the Board of Directors, based on his performance evaluation and considering his valuable contribution to the growth and governance of the Company, have recommended his re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756) Whole Time Director as such, to the extent that he is required to retire by rotation."

3. TO APPOINT M/S. RAICHURA & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION :

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



**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Raichura & Co., Chartered Accountants (FRN: 126105W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of this 12<sup>th</sup> (Twelfth) Annual General Meeting until the conclusion of the 17<sup>th</sup> (Seventeenth) Annual General Meeting of the Company, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket and travelling expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including its committee of Directors thereof, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## SPECIAL BUSINESS

### 4. TO APPROVE INCREASE IN REMUNERATION PAYABLE TO MR. JAYESH PREMJBHAI KATHIRIYA (DIN: 06784737) AS A CHAIRMAN AND MANAGING DIRECTOR :

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for increase remuneration and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737) as a Chairman and Managing Director of the Company as set out in the explanatory statement attached hereto, for his existing remaining term until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT** Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737) be and is hereby paid remuneration as set out in the explanatory statement.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737), Chairman and Managing Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.



**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

**5. TO APPROVE INCREASE IN REMUNERATION PAYABLE TO MR. RAJESH PREMJBHAI KATHIRIYA (DIN: 06784756) AS WHOLE TIME DIRECTOR OF THE COMPANY :**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded to pay remuneration and perquisites (hereinafter referred to as "remuneration") payable to Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756) as Whole Time Director of the Company as set out in the explanatory statement attached hereto, for his existing remaining term until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT** Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756) be and is hereby paid remuneration as set out in the explanatory statement.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), Whole Time Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.



**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

**6. TO APPROVE THE REMUNERATION PAYABLE TO MR. PREMJBHAI DAYABHAI KATHIRIYA (DIN: 06785160), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded to pay remuneration and perquisites (hereinafter referred to as "remuneration") payable to Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160) as Non-Executive Director of the Company as set out in the explanatory statement attached hereto, for a term of three years until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT** Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160) be and is hereby paid remuneration as set out in the explanatory statement.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160), Non-Executive Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

**7. TO APPROVE THE REMUNERATION PAYABLE TO MRS. JASHVANTIBEN RAJESHBHAI KATHIRIYA (DIN: 08427064), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY :**





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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded to pay remuneration and perquisites (hereinafter referred to as “remuneration”) payable to Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064) as Non-Executive Director of the Company as set out in the explanatory statement attached hereto, for a term of three years until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT** Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064) be and is hereby paid remuneration as set out in the explanatory statement.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064), Non-Executive Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**8. TO APPROVE THE REMUNERATION PAYABLE TO MRS. NITABEN JAYESHBHAI KATHIRIYA (DIN: 08427038), AS NON -EXECUTIVE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded to pay remuneration and



perquisites (hereinafter referred to as “remuneration”) payable to Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038) as Non-Executive Director of the Company as set out in the explanatory statement attached hereto, for a term of three years until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT** Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038) be and is hereby paid remuneration as set out in the explanatory statement.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038), Non-Executive Director, be any amount up to the remuneration limit approved hereinabove and set out in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**Registered office:**

Survey No. 640/3, Behind Gujarat  
Gas CNG Pump Godown Zone,  
Lalpur Road, Dared, Village, Chela,  
Jamnagar -361006, Gujarat, India.

**For and on behalf of Board of Directors**  
**Vigor Plast India Limited**  
**CIN: L25190GJ2014PLC078525**

**Place:** Jamnagar  
**Date:** September 05, 2026

Sd/-  
**Jayesh Premjibhai Kathiriya**  
**Chairman and Managing Director**  
**DIN: 06784737**

Sd/-  
**Rajesh Premjibhai Kathiriya**  
**Whole Time Director**  
**DIN: 06784756**



## IMPORTANT NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars, the 12<sup>th</sup> AGM of the Members will be held through VC/OAVM.
2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment or seeking revision in remuneration at this Annual General Meeting ('Meeting' or 'AGM') are furnished as Annexure to this Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Pursuant to the provisions of Section 113 of the Act, Body Corporates/Institutional/Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [cs@vigorplastindia.com](mailto:cs@vigorplastindia.com) with a copy marked to [cs@scsandcollp.com](mailto:cs@scsandcollp.com) and [evoting@nsdl.com](mailto:evoting@nsdl.com) in from their registered Email ID a scanned copy (PDF/ JPG format) of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto;
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars & SEBI





Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification / Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
10. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31<sup>st</sup> March 2026 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ Kfin Technologies Limited or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.vigorplastindia.com](http://www.vigorplastindia.com) The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
13. Members are requested to intimate changes, if any, pertaining to 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.,
14. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested,



maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, September 29, 2026. Members seeking to inspect such documents can send an email to [cs@vigorplastindia.com](mailto:cs@vigorplastindia.com).

- 17.** SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
- 18.** In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. SCS and Co. LLP, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- 19.** The e-voting period commences on Saturday, September 26, 2026 at 09:00 A.M. (IST) and ends on Monday, September 28, 2026 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Tuesday, September 22, 2026 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote have already been cast.
- 20.** The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- 21.** The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, NSDL and will also be displayed on the Company's website at [www.vigorplastindia.com](http://www.vigorplastindia.com).
- 22.** The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than 2 Working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.



- 23.** The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.vigorplastindia.com/> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days of the passing of the Resolutions at the 12th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E -VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 A.M. (IST) and ends on Monday, September 28, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on Tuesday, September 22, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

**PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

- i. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 22, 2026 be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 22, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Saturday, September 26, 2026 at 09:00 A.M. (IST) and ends on Monday, September 28, 2026 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Tuesday, September 22, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on resolutions is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.



The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, September 22, 2026.

- vi. The Company has appointed M/s. SCS and Co. LLP, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

#### How do I vote electronically using NSDL e -Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### STEP 1: ACCESS TO NSDL E -VOTING SYSTEM:

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to eVoting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to eVoting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote eVoting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |



3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> . Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to eVoting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as





|                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                        | <p>per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

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

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

| Login type                                                         | Helpdesk details                                                                                                                                                                                                           |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000                                            |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**



### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                                              |
|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.       |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.                                                    |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?



- 
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password ?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password ?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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8. Now, you will have to click on "Login" button.

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9. After you click on the "Login" button, Home page of e-Voting will open.

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## STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E -VOTING SYSTEM.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.



- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders:**

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@scsandcollp.com](mailto:cs@scsandcollp.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E - VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@vigorplastindia.com](mailto:cs@vigorplastindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@vigorplastindia.com](mailto:cs@vigorplastindia.com).



3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e- voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 12<sup>TH</sup> AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the 12<sup>th</sup> AGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members/ shareholders, who will be present in the 12<sup>th</sup> AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 12<sup>th</sup> AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 12<sup>TH</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e -Voting system** . After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.





5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@vigorplastindia.com](mailto:cs@vigorplastindia.com). The same will be replied by the company suitably.
6. For ease of conduct, Members who would like to ask questions may send their questions in advance at least seven (7) days before AGM mentioning their name, demat account number/folio number, email id, mobile number at [cs@vigorplastindia.com](mailto:cs@vigorplastindia.com) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

## CONTACT DETAILS

|                              |                                                                                                                                                                                                                                                                                                                                                                                                 |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company                      | <b>Vigor Plast India Limited</b><br><b>Address:</b> Survey No. 640/3, Behind Gujarat Gas CNG Pump Godown Zone, Lalpur Road, Dared, Village: Chela, Jamnagar - 361006, Gujarat, India.<br><b>Email:</b> <a href="mailto:cs@vigorplastindia.com">cs@vigorplastindia.com</a><br><b>Web:</b> <a href="http://www.vigorplastindia.com">www.vigorplastindia.com</a>                                   |
| Registrar and Transfer Agent | <b>Kfin Technologies Limited</b><br>Selenium Building, Tower B, Plot No. - 31 & 32, Financial District, Nanakramguda, Serilingampally Rangareddy Hyderabad -500032, Telangana.<br><b>E-mail:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a><br><b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a><br><b>Tel. No.:</b> +91 40 6716 2222/79611000 |
| e-Voting Agency & VC / OAVM  | <b>Website:</b> <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a><br><b>Email:</b> <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a><br><b>NSDL help Desk:</b> 1800-222-990                                                                                                                                                                                                   |
| Scrutinizer                  | <b>M/s. SCS and Co. LLP</b><br>Ms. Anjali Sangtani<br>(Membership No. F14118, C P No.: 23630)<br><b>Email:</b> <a href="mailto:cs@scsandcollp.com">cs@scsandcollp.com</a><br><b>Mob. No.:</b> 079-40051702                                                                                                                                                                                      |



## EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER]

### ITEM NO. 03

#### TO APPOINT M/S. RAICHURA & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION: ORDINARY RESOLUTION

M/s. Sarvesh Gohil & Associates, Chartered Accountants (Firm Registration No.0156550W), are completing their present term as the Statutory Auditors of the Company, which expires at the conclusion of the 12<sup>th</sup> (Twelfth) Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on September 05, 2026, recommended the appointment of M/s. Raichura & Co, Chartered Accountants, (Firm Registration No. 126105W), as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the 12<sup>th</sup> (Twelfth) Annual General Meeting until the conclusion of the 17<sup>th</sup> (Seventeenth) Annual General Meeting of the Company, subject to the approval of the Members, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket and travelling expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

#### Brief Profile of Raichura & Co:

Raichura & Co., Chartered Accountants, established in 2005, is a professionally managed firm providing a comprehensive range of accounting, audit, taxation and business advisory services. With a presence across Jamnagar, Ahmedabad and Porbandar and a team of experienced professionals, the firm offers expertise in audit and assurance, accounting, taxation, financial planning, bookkeeping and business consulting. The firm is committed to delivering high-quality, reliable and value-driven professional services while upholding the principles of integrity, professionalism and client satisfaction.

The Audit Committee and the Board of Directors, after considering the qualifications, experience, expertise and professional credentials of M/s. Raichura & Co, are of the opinion that the proposed appointment is in the best interests of the Company and its stakeholders.

The Company has received the written consent and certificate from M/s. Raichura & Co confirming that they satisfy the criteria provided under Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and that their appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013. The proposed Statutory Auditors have also confirmed that they hold a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India (ICAI) and are eligible to act as Statutory Auditors of the Company.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 03 of the Notice for approval by the Members.

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

[The Disclosure under Regulation 36 \(5\) of the Securities and Exchange Board of India \(Listing Obligations and Disclosure Requirements\) Regulations, 2015 is given hereunder](#)

**Proposed Statutory Audit fees payable to the Statutory Auditors**



The remuneration payable to M/s. Raichura & Co, Chartered Accountants, shall be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to reimbursement of applicable out-of-pocket expenses and taxes.

### **Terms of Appointment**

To hold office for a term of five (5) consecutive years from the conclusion of the 12<sup>th</sup> (Twelfth) Annual General Meeting until the conclusion of the 17<sup>th</sup> (Seventeenth) Annual General Meeting of the Company.

### **Basis of recommendation and Auditor credentials**

The Audit Committee and the Board of Directors, after evaluating the qualifications, experience, expertise, industry knowledge, peer review status, independence and eligibility of M/s. Raichura & Co, Chartered Accountants, recommended their appointment as the Statutory Auditors of the Company. The Board is of the view that the proposed appointment would enable the Company to benefit from the firm's professional expertise and extensive experience in statutory audit and assurance services

### **Material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change**

There is no material change in the proposed remuneration payable to the incoming Statutory Auditors as compared to that paid to the outgoing Statutory Auditors. However, the Board of Directors, based on the recommendation of the Audit Committee, may revise the remuneration, if considered necessary, depending upon the scope of audit, changes in applicable laws or regulations, or any additional services to be rendered by the Statutory Auditors.

## **ITEM NO. 04**

### **TO APPROVE THE INCREASE IN REMUNERATION PAYABLE TO MR. JAYESH PREMJBHAI KATHIRIYA (DIN: 06784737) AS A CHAIRMAN AND MANAGING DIRECTOR: SPECIAL RESOLUTION**

Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737), aged 45 years is the promoter and Chairman and Managing Director of the Company. He has been associated with the Company since its incorporation on i.e. on January 30, 2014.

Pursuant to the recommendation of the Board at its meeting held on November 30, 2024, and the approval of the shareholders at the Extra-Ordinary General Meeting held on December 04, 2024, he was re-designated as the Chairman and Managing Director of the Company, for a period of Five (5) years w.e.f December 04, 2024. He is liable to retire by rotation.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737) the Board of Directors, in its meeting held on September 05, 2026, has considered to increase the limit of remuneration, i.e. up to ₹12,00,000/- per annum from FY 2026-27 with such increments and perquisites as may be decided by the Board from time to time to be paid to Mr. Jayesh Premjibhai Kathiriya, for his remaining tenure as Chairman and Managing Director. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated December 04, 2024 shall remain unchanged.



The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737) be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737), as Chairman and Managing Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

Therefore, pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the increased remuneration payable to Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737), as Chairman and Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

## GENERAL INFORMATION

### Nature of Industry:

The Company is engaged in manufacturing Polyvinyl Chloride (PVC). Unplasticized Polyvinyl Chloride (uPVC) and Chlorinated Polyvinyl Chloride (cPVC) pipes, fittings and allied products. Our products are used for varied applications in plumbing, irrigation, and SWR (Soil, Waste and Rainwater) management. Our product range meets the requirements of both the rural and urban markets. With the vision to be one of the leading companies for providing a complete plumbing solution, we have also ventured into manufacturing other products like water tanks, manhole covers, flush tanks, mixers and taps for kitchens and bathrooms, accessories for plumbing like solvent cement etc.

### Date or expected date of commencement of commercial production:

The Company was incorporated on January 30, 2014 and it is already in operation since its incorporation.

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

### Financial performance based on given indicators:

| (₹ in Lakhs)                                                   |                 |                 |
|----------------------------------------------------------------|-----------------|-----------------|
| Particulars                                                    | FY 25-26        | FY 24-25        |
| Revenue From Operations                                        | 6,585.38        | 4,557.79        |
| Other Income                                                   | 4.39            | 44.01           |
| <b>Total Income</b>                                            | <b>6,589.77</b> | <b>4,601.80</b> |
| Less: Total Expenses before Depreciation, Finance Cost and Tax | 4756.62         | 3341.55         |



|                                                           |                 |               |
|-----------------------------------------------------------|-----------------|---------------|
| Profit Before Depreciation, Finance Cost and Tax (EBITDA) | 1833.15         | 1260.25       |
| Less: Depreciation                                        | 476.65          | 391.09        |
| Less: Finance Cost                                        | 137.77          | 180.71        |
| <b>Profit Before Tax</b>                                  | <b>1,218.73</b> | <b>688.45</b> |
| Less: Current Tax                                         | 317.54          | 172.81        |
| Less: Deferred tax Liability (Asset)                      | (11.17)         | (2.52)        |
| <b>Profit After Tax (PAT)</b>                             | <b>912.37</b>   | <b>518.16</b> |

**Export performance and net foreign exchange:** During the year under review, the Company have ₹70.64 Lakhs of export performance and there is nil net foreign exchange expenditure.

**Foreign investments or collaborations, if any:** No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026, total holding of Foreign Shareholders was 2,96,000 Equity Shares.

## INFORMATION ABOUT THE DIRECTOR

### Background Details

Mr. Jayesh Premjibhai Kathiriya, aged 45 years, is the Promoter and Chairman and Managing Director of the Company. He has completed his Higher Secondary Examination from the Gujarat Secondary Education Board in 1999 and has over 9 years of experience in the brass industry and more than 12 years of experience in the plastic industry. He oversees the overall business affairs of the Company, including production, quality control, packing and dispatch, and has played an important role in the Company's business development and growth. Considering his experience, responsibilities and contribution to the Company, the Board has proposed revision in his remuneration, subject to the approval of the Members.

**Past Remuneration:** In the financial year 2025-26, Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737) was paid remuneration and perquisite of ₹ 9,00,000/- (Rupees Nine Lakh Only) per annum as Chairman and Managing Director.

**Recognition or awards:** Nil

### Job Profile and his suitability:

As the chairman and Managing Director of the Company, he contributes to the company's strategic growth and operational efficiency. His leadership and vision play a key role in driving innovation and expanding the company's market presence, he is a fit and proper person as the Managing Director of the Company.

### Revised Terms and conditions of Remuneration:

The total remuneration shall be up to ₹12,00,000/- (Rupees Twelve Lakh only) per annum, inclusive of salary, allowances and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.

### Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the profile of Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.





**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737), has pecuniary relationship to the extent he is Promoter and Chairman and Managing Director of the Company, relative of Mr. Premjibhai Dayabhai Kathiriya, Non-Executive Director (being Son), Mr. Rajeshbhai Kathiriya, Whole Time Director (Being Brother) and Mrs. Nitaben Jayeshbhai Kathiriya, Non-Executive Director (Being Husband), Mrs. Jashvantiben Rajeshbhai Kathiriya, Non-Executive Director (Being brother-in-law).

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and any other applicable Regulations of SEBI (LODR) Regulations, 2015, the terms of revised remuneration specified above are now being placed before the Members for their approval.

Further, remuneration proposed above shall be valid for the remaining term of Mr. Jayesh Premjibhai Kathiriya until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated December 04, 2024 and agreement entered into between him and the Company.

The Board of Directors is of the view that the increase in Remuneration payable to Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737), for the remaining term as Chairman and Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Jayesh Premjibhai Kathiriya (DIN: 06784737), himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned or interested, financially or otherwise, in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

#### **ITEM NO. 05**

#### **TO APPROVE INCREASE IN REMUNERATION PAYABLE TO MR. RAJESH PREMJBHAI KATHIRIYA (DIN: 06784756) AS WHOLE TIME DIRECTOR OF THE COMPANY : SPECIAL RESOLUTION**

Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), aged 44 years is the Whole Time Director of the Company. He has been associated with the Company since its incorporation i.e. on January 30, 2014.

Pursuant to the recommendation of the Board at its meeting held on November 30, 2024, and the approval of the shareholders at the Extra-Ordinary General Meeting held on December 04, 2024, he was designated as the Whole Time Director of the Company, for a period of Five (5) years w.e.f December 04, 2024. He is liable to retire by rotation.



On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756) the Board of Directors, in its meeting held on September 05, 2026, has considered to increase the limit of remuneration, i.e. up to ₹ 12,00,000/- per annum w.e.f. FY 2026-27 with such increments and perquisites as may be decided by the Board from time to time to be paid to Mr. Rajesh Premjibhai Kathiriya, for his remaining tenure as Whole time Director. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated December 04, 2024 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756) be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), as Whole time Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

Therefore, Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the increased remuneration payable to Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), as Whole time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

## GENERAL INFORMATION

### Nature of Industry:

The Company is engaged in manufacturing Polyvinyl Chloride (PVC). Unplasticized Polyvinyl Chloride (uPVC) and Chlorinated Polyvinyl Chloride (cPVC) pipes, fittings and allied products. Our products are used for varied applications in plumbing, irrigation, and SWR (Soil. Waste and Rainwater) management. Our product range meets the requirements of both the rural and urban markets. With the vision to be one of the leading companies for providing a complete plumbing solution, we have also ventured into manufacturing other products like water tanks, manhole covers, flush tanks. mixers and taps for kitchens and bathrooms, accessories for plumbing like solvent cement etc.

### Date or expected date of commencement of commercial production:

The Company was incorporated on January 30, 2014 and it is already in operation since its incorporation.

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

Financial performance based on given indicators:



(₹ in Lakhs)

| Particulars                                                    | FY 25-26        | FY 24-25        |
|----------------------------------------------------------------|-----------------|-----------------|
| Revenue From Operations                                        | 6,585.38        | 4,557.79        |
| Other Income                                                   | 4.39            | 44.01           |
| <b>Total Income</b>                                            | <b>6,589.77</b> | <b>4,601.80</b> |
| Less: Total Expenses before Depreciation, Finance Cost and Tax | 4756.62         | 3341.55         |
| Profit Before Depreciation, Finance Cost and Tax (EBITDA)      | 1833.15         | 1260.25         |
| Less: Depreciation                                             | 476.65          | 391.09          |
| Less: Finance Cost                                             | 137.77          | 180.71          |
| <b>Profit Before Tax</b>                                       | <b>1,218.73</b> | <b>688.45</b>   |
| Less: Current Tax                                              | 317.54          | 172.81          |
| Less: Deferred tax Liability (Asset)                           | (11.17)         | (2.52)          |
| <b>Profit After Tax (PAT)</b>                                  | <b>912.37</b>   | <b>518.16</b>   |

**Export performance and net foreign exchange:** During the year under review, the Company have ₹ 70.64 Lakhs of export performance and there is nil net foreign exchange expenditure.

**Foreign investments or collaborations, if any:** No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026, total holding of Foreign Shareholders was 2,96,000 Equity Shares.

## INFORMATION ABOUT THE DIRECTOR

### Background Details

Rajesh Premjibhai Kathiriya, aged 44 years, is the Promoter and Whole Time Director of our Company. He has over 9 years of experience in the Brass Industry and has over 12 years of experience in plastic Industry. He is responsible for managing the business development and marketing of our products. Under his leadership, the Company has consistently delivered improved performance with a strong focus on innovation and sustainable growth.

**Past Remuneration:** In the financial year 2025-26, Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756) was paid remuneration and perquisite of ₹9,00,000/- (Rupees Nine Lakh Only) as Whole time Director.

**Recognition or awards:** Nil

### Job Profile and his suitability:

As the Whole Time Director of the Company, he contributes to the management of the business development and marketing of our products. His leadership and vision play a key role in driving innovation and expanding the company's market presence, he is a fit and proper person as the Whole Time Director of the Company.

### Revised Terms and conditions of Remuneration:

The total remuneration shall be up to ₹12,00,000/- (Rupees Twelve Lakh only) per annum, inclusive of salary, allowances and perquisites. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.



**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the profile of Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), has pecuniary relationship to the extent he is Promoter and Whole time Director of the Company, relative of Mrs. Jashvantiben Rajeshbhai Kathiriya (being Husband), Mr. Jayesh Premjibhai Kathiriya, Chairman and Managing Director (Being Brother), Mrs. Nitaben Jayeshbhai Kathiriya, Non-Executive Director (Being brother-in-law), Mr. Premjibhai Kathiriya, Non-Executive Director (Being son).

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and any other applicable Regulations of SEBI (LODR) Regulations, 2015, the terms of revised remuneration specified above are now being placed before the Members for their approval.

Further, remuneration proposed above shall be valid for the remaining term of Mr. Rajesh Premjibhai Kathiriya until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated December 04, 2024 and agreement entered into between him and the Company.

The Board of Directors is of the view that the increase in Remuneration payable Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), for the remaining term as Whole time Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Rajesh Premjibhai Kathiriya (DIN: 06784756), himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned or interested, financially or otherwise, in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

#### Item No. 06

**TO APPROVE THE REMUNERATION PAYABLE TO MR. PREMJBHAI DAYABHAI KATHIRIYA (DIN: 06785160), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY : SPECIAL RESOLUTION**

Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160), aged 66 years is the Non - Executive Director of the Company. He has been associated with the Company since its incorporation i.e. on January 30, 2014.

Pursuant to the recommendation of the Board at its meeting held on November 30, 2024, and the approval of the shareholders at the Extra-Ordinary General Meeting held on December 04, 2024, he was designated as the Non-Executive Director, liable to retire by rotation.



On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160) the Board of Directors, in its meeting held on September 05, 2026, has considered to approve payment of remuneration of up to ₹ 10,00,000/- per annum w.e.f. from FY 2026-27 inclusive of sitting fees, salary, allowances and perquisites, if any, as may be decided by the Board from time to time to be paid to Mr. Premjibhai Dayabhai Kathiriya, for a term of three years until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act"), the total managerial remuneration payable by a public Company to its directors, including managing director, whole-time director and manager in respect of any financial year, shall not exceed eleven percent (11%) of the net profits of the Company for that financial year computed in the manner laid down in Section 198 of the Act.

Further, in terms of Section 197(1) of the Act, the remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors shall not exceed one per cent (1%) of the net profits of the Company where the Company has a Managing Director, Whole-time Director or Manager, unless otherwise approved by the Members by way of a Special Resolution.

The proposed remuneration payable to the Non-Executive Directors, together with the remuneration payable to other Non-Executive Directors, may exceed the aforesaid statutory limit. Accordingly, approval of the Members by way of Special Resolution is being sought.

Accordingly, Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160) be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160), as Non-Executive Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

Therefore, Pursuant to Sections 197, 198 and all other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the increased remuneration payable to Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160), as Non-Executive Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

## GENERAL INFORMATION

### Nature of Industry:



The Company is engaged in manufacturing Polyvinyl Chloride (PVC). Unplasticized Polyvinyl Chloride (uPVC) and Chlorinated Polyvinyl Chloride (cPVC) pipes, fittings and allied products. Our products are used for varied applications in plumbing, irrigation, and SWR (Soil, Waste and Rainwater) management. Our product range meets the requirements of both the rural and urban markets. With the vision to be one of the leading companies for providing a complete plumbing solution, we have also ventured into manufacturing other products like water tanks, manhole covers, flush tanks, mixers and taps for kitchens and bathrooms, accessories for plumbing like solvent cement etc.

**Date or expected date of commencement of commercial production:**

The Company was incorporated on January 30, 2014 and it is already in operation since its incorporation.

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

**Financial performance based on given indicators:**

(₹ in Lakhs)

| Particulars                                                    | FY 25-26        | FY 24-25        |
|----------------------------------------------------------------|-----------------|-----------------|
| Revenue From Operations                                        | 6,585.38        | 4,557.79        |
| Other Income                                                   | 4.39            | 44.01           |
| <b>Total Income</b>                                            | <b>6,589.77</b> | <b>4,601.80</b> |
| Less: Total Expenses before Depreciation, Finance Cost and Tax | 4756.62         | 3341.55         |
| Profit Before Depreciation, Finance Cost and Tax (EBITDA)      | 1833.15         | 1260.25         |
| Less: Depreciation                                             | 476.65          | 391.09          |
| Less: Finance Cost                                             | 137.77          | 180.71          |
| <b>Profit Before Tax</b>                                       | <b>1,218.73</b> | <b>688.45</b>   |
| Less: Current Tax                                              | 317.54          | 172.81          |
| Less: Deferred tax Liability (Asset)                           | (11.17)         | (2.52)          |
| <b>Profit After Tax (PAT)</b>                                  | <b>912.37</b>   | <b>518.16</b>   |

**Export performance and net foreign exchange:** During the year under review, the Company have ₹ 70.64 Lakhs of export performance and there is nil net foreign exchange expenditure.

**Foreign investments or collaborations, if any:** No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026, total holding of Foreign Shareholders was 2,96,000 Equity Shares.

## INFORMATION ABOUT THE DIRECTOR

### Background Details

Premjibhai Dayabhai Kathiriya, aged 66 years, is the Promoter and Non-Executive Director of the Company. He has overall experience of 20 years, including 8 years of experience in the brass products industry as the proprietor of Dhananjay Brass Products and 11 years of experience in the cPVC and uPVC pipe industry as a Director of the Company. He has been associated with the Company since its incorporation and has contributed to its overall operations and strategic direction.

**Past Remuneration:** In the financial year 2025-26, Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160) was paid





remuneration and perquisite of ₹3,81,000/- (Rupees Three Lakh Eighty-One Thousand Only) as Non-Executive Director.

**Recognition or awards:** Nil

**Job Profile and his suitability:**

As the Promoter and Non-Executive Director of the Company, is involved in providing strategic guidance and overseeing the overall business operations of the Company. With his extensive experience in the brass products industry and cPVC and uPVC pipe industry, he brings valuable industry knowledge and business experience to the Board. His experience in business operations, administration and strategic decision-making makes him well suited to continue contributing to the growth and development of the Company.

**Revised Terms and conditions of Remuneration:**

The total remuneration payable to him shall be up to ₹10,00,000/- (Rupees Ten Lakh only) per annum, inclusive of sitting fees, remuneration, allowances and perquisites, if any, as may be decided by the Board. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the profile of Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160), has pecuniary relationship to the extent he is Promoter and Non-Executive Director of the Company, relative of Mr. Jayesh Premjibhai Kathiriya, Chairman and Managing Director (Being Father), Mr. Rajesh Premjibhai Kathiriya, Whole - Time Director (Being Father), Mrs. Jashvantiben Rajeshbhai Kathiriya, Non-Executive Director (being Father-in-law), Mrs. Nitaben Jayeshbhai Kathiriya, Non-Executive Director (Being Father-in-law).

In compliance with the provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and any other applicable Regulations of SEBI (LODR) Regulations, 2015, the terms of revised remuneration specified above are now being placed before the Members for their approval.

Further, remuneration proposed above shall be valid for the term of three years until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated December 04, 2024 and agreement entered into between him and the Company.

The Board of Directors is of the view that the increase in Remuneration payable Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160), as Non-Executive Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.



Except Mr. Premjibhai Dayabhai Kathiriya (DIN: 06785160), himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned or interested, financially or otherwise, in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

#### ITEM NO. 07

#### **TO APPROVE THE REMUNERATION PAYABLE TO MRS. JASHVANTIBEN RAJESHBHAI KATHIRIYA (DIN: 08427064), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY : SPECIAL RESOLUTION**

Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064), aged 43 years is the Non-Executive Director of the Company. She has been associated with the Company since April 26, 2019.

Pursuant to the recommendation of the Board at its meeting held on November 30, 2024, and the approval of the shareholders at the Extra-Ordinary General Meeting held on December 04, 2024, she was designated as the Non-Executive Director, liable to retire by rotation.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064) the Board of Directors, in its meeting held on September 05, 2026, has considered to approve payment of remuneration of up to ₹ 10,00,000/- per annum from FY 2026-27 inclusive of sitting fees, salary, allowances and perquisites, if any, as may be decided by the Board from time to time to be paid to Mrs. Jashvantiben Rajeshbhai Kathiriya, for a term of three years until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act"), the total managerial remuneration payable by a public Company to its directors, including managing director, whole-time director and manager in respect of any financial year, shall not exceed eleven percent (11%) of the net profits of the Company for that financial year computed in the manner laid down in Section 198 of the Act.

Further, in terms of Section 197(1) of the Act, the remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors shall not exceed one per cent (1%) of the net profits of the Company where the Company has a Managing Director, Whole-time Director or Manager, unless otherwise approved by the Members by way of a Special Resolution.

The proposed remuneration payable to the Non-Executive Directors, together with the remuneration payable to other Non-Executive Directors, may exceed the aforesaid statutory limit. Accordingly, approval of the Members by way of Special Resolution is being sought.

Accordingly, Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel)



Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064) be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064), as Non-Executive Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

Therefore, Pursuant to Sections 197, 198 and all other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the increased remuneration payable to Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064), as Non-Executive Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

## GENERAL INFORMATION

### Nature of Industry:

The Company is engaged in manufacturing Polyvinyl Chloride (PVC). Unplasticized Polyvinyl Chloride (uPVC) and Chlorinated Polyvinyl Chloride (cPVC) pipes, fittings and allied products. Our products are used for varied applications in plumbing, irrigation, and SWR (Soil. Waste and Rainwater) management. Our product range meets the requirements of both the rural and urban markets. With the vision to be one of the leading companies for providing a complete plumbing solution, we have also ventured into manufacturing other products like water tanks, manhole covers, flush tanks. mixers and taps for kitchens and bathrooms, accessories for plumbing like solvent cement etc.

### Date or expected date of commencement of commercial production:

The Company was incorporated on January 30, 2014 and it is already in operation since its incorporation.

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

### Financial performance based on given indicators:

| (₹ in Lakhs)                                                   |                 |                 |
|----------------------------------------------------------------|-----------------|-----------------|
| Particulars                                                    | FY 25-26        | FY 24-25        |
| Revenue From Operations                                        | 6,585.38        | 4,557.79        |
| Other Income                                                   | 4.39            | 44.01           |
| <b>Total Income</b>                                            | <b>6,589.77</b> | <b>4,601.80</b> |
| Less: Total Expenses before Depreciation, Finance Cost and Tax | 4756.62         | 3341.55         |
| Profit Before Depreciation, Finance Cost and Tax (EBITDA)      | 1833.15         | 1260.25         |
| Less: Depreciation                                             | 476.65          | 391.09          |
| Less: Finance Cost                                             | 137.77          | 180.71          |
| <b>Profit Before Tax</b>                                       | <b>1,218.73</b> | <b>688.45</b>   |
| Less: Current Tax                                              | 317.54          | 172.81          |
| Less: Deferred tax Liability (Asset)                           | (11.17)         | (2.52)          |



|                        |        |        |
|------------------------|--------|--------|
| Profit After Tax (PAT) | 912.37 | 518.16 |
|------------------------|--------|--------|

**Export performance and net foreign exchange:** During the year under review, the Company have ₹ 70.64 Lakhs of export performance and there is nil net foreign exchange expenditure.

**Foreign investments or collaborations, if any:** No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026, total holding of Foreign Shareholders was 2,96,000 Equity Shares.

## INFORMATION ABOUT THE DIRECTOR

### Background Details

Jashvantiben Rajeshbhai Kathiriya, aged 43 years, is the Promoter and Non-Executive Director of the Company. She completed her Bachelor of Arts from Saurashtra University in the year 2005. She has more than 6 years of experience in the plastics industry and is responsible for managing the overall administration of our company.

**Past Remuneration:** In the financial year 2025-26, Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064) was paid remuneration and perquisite of ₹3,81,000/- (Rupees Three Lakh Eighty-One Thousand Only) as Non-Executive Director.

**Recognition or awards:** Nil

### Job Profile and her suitability:

As the Promoter and Non-Executive Director of the Company provides strategic guidance and support to the Board in matters relating to the overall business and operations of the Company. Her association with the Company and understanding of its business enable her to contribute to the Company's growth and development. She is considered suitable for the position in view of her experience, business understanding and continued contribution to the Company.

### Revised Terms and conditions of Remuneration:

The total remuneration payable to her shall be up to ₹10,00,000/- (Rupees Ten Lakh only) per annum, inclusive of sitting fees, remuneration, allowances and perquisites, if any, as may be decided by the Board. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin):** Taking into consideration the size of the profile of Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064), the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

### Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064), has pecuniary relationship to the extent she is Promoter and Non-Executive Director of the Company, relative of Mr. Rajeshbhai Kathiriya, Whole-time Director (Being Wife), Mr. Jayesh Premjibhai Kathiriya, Chairman and Managing Director (Being Sister-in-law), Mr. Premjibhai Dayabhai Kathiriya, Non-Executive Director (Being Daughter-in-law).



In compliance with the provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and any other applicable Regulations of SEBI (LODR) Regulations, 2015, the terms of revised remuneration specified above are now being placed before the Members for their approval.

Further, remuneration proposed above shall be valid for the term of three years until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated December 04, 2024 and agreement entered into between him and the Company.

The Board of Directors is of the view that the increase in Remuneration payable Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064), as Non-Executive Director will be beneficial to the operations of the Company and the same is commensurate with her abilities and experience and accordingly recommends the Special Resolution at Item No. 7 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Jashvantiben Rajeshbhai Kathiriya (DIN: 08427064), herself and her relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned or interested, financially or otherwise, in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

#### Item No. 08

#### **TO APPROVE THE REMUNERATION PAYABLE TO MRS. NITABEN JAYESHBHAI KATHIRIYA (DIN: 08427038), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION**

Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038), aged 44 years is the Non-Executive Director of the Company. She has been associated with the Company since April 26, 2019.

Pursuant to the recommendation of the Board at its meeting held on November 30, 2024, and the approval of the shareholders at the Extra-Ordinary General Meeting held on December 04, 2024, she was designated as the Non-Executive Director, liable to retire by rotation.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038) the Board of Directors, in its meeting held on September 05, 2026, has considered to approve payment of remuneration of up to ₹ 10,00,000/- per annum from FY 2026-27 inclusive of sitting fees, salary, allowances and perquisites, if any, by the Board from time to time to be paid to Mrs. Nitaben Jayeshbhai Kathiriya, for a term of three years until revised further with other terms and conditions remaining unchanged, with the power to the board to alter and modify the same, in consonance with the provisions of the Act and in the best interest of the Company.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act"), the total managerial remuneration payable by a public Company to its directors, including managing director, whole-time director and manager in



respect of any financial year, shall not exceed eleven percent (11%) of the net profits of the Company for that financial year computed in the manner laid down in Section 198 of the Act.

Further, in terms of Section 197(1) of the Act, the remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors shall not exceed one per cent (1%) of the net profits of the Company where the Company has a Managing Director, Whole-time Director or Manager, unless otherwise approved by the Members by way of a Special Resolution.

The proposed remuneration payable to the Non-Executive Directors, together with the remuneration payable to other Non-Executive Directors, may exceed the aforesaid statutory limit. Accordingly, approval of the Members by way of Special Resolution is being sought.

Accordingly, Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to such approvals as may be necessary, Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038) be and is hereby paid remuneration as set hereunder.

Notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038), as Non-Executive Director, be any amount up to the remuneration limit approved hereinabove and set hereunder.

Therefore, Pursuant to Sections 197, 198 and all other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the increased remuneration payable to Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038), as Non-Executive Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

## GENERAL INFORMATION

### Nature of Industry:

The Company is engaged in manufacturing Polyvinyl Chloride (PVC). Unplasticized Polyvinyl Chloride (uPVC) and Chlorinated Polyvinyl Chloride (cPVC) pipes, fittings and allied products. Our products are used for varied applications in plumbing, irrigation, and SWR (Soil, Waste and Rainwater) management. Our product range meets the requirements of both the rural and urban markets. With the vision to be one of the leading companies for providing a complete plumbing solution, we have also ventured into manufacturing other products like water tanks, manhole covers, flush tanks, mixers and taps for kitchens and bathrooms, accessories for plumbing like solvent cement etc.

### Date or expected date of commencement of commercial production:

The Company was incorporated on January 30, 2014 and it is already in operation since its incorporation.

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





## Financial performance based on given indicators:

(₹ in Lakhs)

| Particulars                                                    | FY 25-26        | FY 24-25        |
|----------------------------------------------------------------|-----------------|-----------------|
| Revenue From Operations                                        | 6,585.38        | 4,557.79        |
| Other Income                                                   | 4.39            | 44.01           |
| <b>Total Income</b>                                            | <b>6,589.77</b> | <b>4,601.80</b> |
| Less: Total Expenses before Depreciation, Finance Cost and Tax | 4756.62         | 3341.55         |
| Profit Before Depreciation, Finance Cost and Tax (EBITDA)      | 1833.15         | 1260.25         |
| Less: Depreciation                                             | 476.65          | 391.09          |
| Less: Finance Cost                                             | 137.77          | 180.71          |
| <b>Profit Before Tax</b>                                       | <b>1,218.73</b> | <b>688.45</b>   |
| Less: Current Tax                                              | 317.54          | 172.81          |
| Less: Deferred tax Liability (Asset)                           | (11.17)         | (2.52)          |
| <b>Profit After Tax (PAT)</b>                                  | <b>912.37</b>   | <b>518.16</b>   |

**Export performance and net foreign exchange:** During the year under review, the Company have ₹ 70.64 Lakhs of export performance and there is nil net foreign exchange expenditure.

**Foreign investments or collaborations, if any:** No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2026, total holding of Foreign Shareholders was 2,96,000 Equity Shares.

## INFORMATION ABOUT THE DIRECTOR

### Background Details

Nitaben Jayeshbhai Kathiriya, aged 44 years, is the Promoter and Non-Executive Director of the Company. She has more than 6 years of experience in the plastics industry. She oversees the administration of the company.

**Past Remuneration:** In the financial year 2025-26, Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038) was paid remuneration and perquisite of ₹3,81,000/- (Rupees Three Lakh Eighty-One Thousand Only) as Non-Executive Director.

**Recognition or awards:** Nil

### Job Profile and her suitability:

As the Promoter and Non-Executive Director of the Company, provides strategic guidance and support to the Board in matters relating to the overall business and operations of the Company. Her association with the Company and understanding of its business enable her to contribute to the Company's growth and development. She is considered suitable for the position in view of her experience, business understanding and continued contribution to the Company.

### Revised Terms and conditions of Remuneration:

The total remuneration payable to her shall be up to ₹10,00,000/- (Rupees Ten Lakh only) per annum, inclusive of sitting fees, remuneration, allowances and perquisites, if any, as may be decided by the Board. The term "Perquisites" shall have the same meaning as assigned to it under Section 17(2) of the Income-tax Act, 1961, as amended from time to time.



**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin):** Taking into consideration the size of the profile of Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038), the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038), has pecuniary relationship to the extent she is Promoter and Non-Executive Director of the Company, relative of Mr. Jayesh Premjibhai Kathiriya, Chairman and Managing Director (Being Wife), Mr. Rajeshbhai Kathiriya, Whole-time Director (Being Sister-in-law), Mr. Premjibhai Dayabhai Kathiriya, Non-Executive Director (Being Daughter-in-law).

In compliance with the provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and any other applicable Regulations of SEBI (LODR) Regulations, 2015, the terms of revised remuneration specified above are now being placed before the Members for their approval.

Further, remuneration proposed above shall be valid for the term of three years until revised further with other terms and conditions remaining unchanged as per the resolution passed by the shareholders vide their resolution dated December 04, 2024 and agreement entered into between him and the Company.

The Board of Directors is of the view that the increase in Remuneration payable Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038), as Non-Executive Director will be beneficial to the operations of the Company and the same is commensurate with her abilities and experience and accordingly recommends the Special Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Nitaben Jayeshbhai Kathiriya (DIN: 08427038), herself and her relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned or interested, financially or otherwise, in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.



### Annexure to Notice of 12<sup>th</sup> Annual General Meeting

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No.02, 04, 05, 06, 07 & 08:

| Particulars                                                                       | Details of Director Retiring by Rotation/ Seeking revision in/ approval of remuneration at the ensuing Annual General Meeting |                                                                                                                  |                                                                                                                                                                                                                                                                                         |                                                                         |                                                                        |
|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------------|
| Name                                                                              | Mr. Jayesh Premjibhai Kathiriya                                                                                               | Mr. Rajeshbhai Kathiriya                                                                                         | Mr. Premjibhai Dayabhai Kathiriya                                                                                                                                                                                                                                                       | Mrs. Jashvantiben Rajeshbhai Kathiriya                                  | Mrs. Nitaben Jayeshbhai Kathiriya                                      |
| DIN                                                                               | 06784737                                                                                                                      | 06784756                                                                                                         | 06785160                                                                                                                                                                                                                                                                                | 08427064                                                                | 08427038                                                               |
| Age                                                                               | 45 Years                                                                                                                      | 44 Years                                                                                                         | 66 Years                                                                                                                                                                                                                                                                                | 43 Years                                                                | 44 Years                                                               |
| Date of Birth                                                                     | May 24, 1981                                                                                                                  | July 26, 1982                                                                                                    | January 01, 1960                                                                                                                                                                                                                                                                        | September 19, 1983                                                      | September 5, 1982                                                      |
| Nationality                                                                       | Indian                                                                                                                        | Indian                                                                                                           | Indian                                                                                                                                                                                                                                                                                  | Indian                                                                  | Indian                                                                 |
| Qualification                                                                     | Higher Secondary Examination from Gujarat Secondary Education Board                                                           | He has studied upto 9 <sup>th</sup> standard at Shree Pranami High School, Jamnagar                              | Secondary Examination from Gujarat Secondary Education Board                                                                                                                                                                                                                            | Bachelor of Arts (BA) from Saurashtra University                        | Secondary Examination from Gujarat Secondary Education Board           |
| Experience - Expertise in specific functional areas - Job profile and suitability | He has over 9 years of experience in the brass industry and more than 12 years of experience in the plastic industry.         | He has over 9 years of experience in the Brass Industry and has over 11 years of experience in plastic Industry. | He has overall experience of 20 years of which 8 years of experience in the brass products industry as the proprietor of Dhananjay Brass Products where he was managing business operations and administration, as well as 12 years of experience in the cPVC and uPVC pipe industry as | She is having more than 6 years of experience in the Plastics Industry. | She is having more than 6 years of experience in the Plastic Industry. |



|                                                                                             |                                                                                                                                    |                                                                                                                                                |                                                                                                                               |                                                                                                                    |                                                                                                                           |
|---------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
|                                                                                             |                                                                                                                                    |                                                                                                                                                | a Director of Vigor Plast India Limited.                                                                                      |                                                                                                                    |                                                                                                                           |
| No. of Shares held as on March 31, 2026 including shareholding as a Beneficial Owner.       | 21,45,525 Equity Shares                                                                                                            | 21,03,825 Equity Shares                                                                                                                        | 20,89,375 Equity Shares                                                                                                       | 4,66,050 Equity shares                                                                                             | 4,45,725 Equity Shares                                                                                                    |
| Terms & Conditions                                                                          | Appointed for 5 (five) years i.e. from December 04, 2024 to December 03, 2029, Liable to retire by rotation.                       | Appointed for 5 (five) years i.e. from December 04, 2024 to December 03, 2029, Liable to retire by rotation.                                   | Liable to retire by rotation.                                                                                                 | Liable to retire by rotation.                                                                                      | Liable to retire by rotation.                                                                                             |
| Remuneration Last Drawn                                                                     | ₹9,00,000/- per annum                                                                                                              | ₹9,00,000/- per annum                                                                                                                          | ₹3,81,000/- per annum                                                                                                         | ₹3,81,000/- per annum                                                                                              | ₹3,81,000/- per annum                                                                                                     |
| Remuneration sought to be paid                                                              | ₹12,00,000/- per annum                                                                                                             | ₹12,00,000/- per annum                                                                                                                         | ₹10,00,000/- per annum                                                                                                        | ₹10,00,000/- per annum                                                                                             | ₹10,00,000/- per annum                                                                                                    |
| Number of Board Meetings attended during the Financial Year 2025-26                         | 24 Meeting out of 24 Board Meetings                                                                                                | 24 Meeting out of 24 Board Meetings                                                                                                            | 24 Meeting out of 24 Board Meetings                                                                                           | 24 Meeting out of 24 Board Meetings                                                                                | 24 Meeting out of 24 Board Meetings                                                                                       |
| Date of Original Appointment                                                                | January 30, 2014                                                                                                                   | January 30, 2014                                                                                                                               | January 30, 2014                                                                                                              | April 26, 2019                                                                                                     | April 26, 2019                                                                                                            |
| Date of Appointment in current terms                                                        | December 04, 2024                                                                                                                  | December 04, 2024                                                                                                                              | January 30, 2014                                                                                                              | November 30, 2024                                                                                                  | November 30, 2024                                                                                                         |
| Directorships held in other public companies including deemed public companies <sup>#</sup> | -                                                                                                                                  | -                                                                                                                                              | -                                                                                                                             | -                                                                                                                  | -                                                                                                                         |
| Memberships/Chairmanships of committees of public companies <sup>*</sup>                    | Chairmanship: 0<br>Membership: 1                                                                                                   | Chairmanship: 0<br>Membership: 1                                                                                                               | Chairmanship: 1<br>Membership: 1                                                                                              | Chairmanship: 0<br>Membership: 0                                                                                   | Chairmanship: 0<br>Membership: 0                                                                                          |
| Inter-se Relationship with other Directors <sup>^</sup>                                     | 1.He is son of Mr. Premjibhai Dayabhai Kathiriya<br>2.He is Husband of Mrs. Nitaben Jayeshbhai Kathiriya<br>3.He is brother of Mr. | 1.He is son of Mr. Premjibhai Dayabhai Kathiriya.<br>2.He is brother of Mr. Jayesh Premjibhai Kathiriya<br>3.He is spouse of Mrs. Jashvantiben | 1. He is the father of Mr. Jayesh Premjibhai Kathiriya and Mr. Rajeshbhai Kathiriya<br>2. He is father-in-law of Mrs. Nitaben | 1.She is the spouse of Mrs. Rajeshbhai Kathiriya<br>2. She is daughter-in-law of Mr. Premjibhai Dayabhai Kathiriya | 1. She is the spouse of Mr. Jayesh Premjibhai Kathiriya<br>2. She is daughter-in-law of Mr. Premjibhai Dayabhai Kathiriya |



|                                                                                               |                                                                                            |                                                                            |                                                            |                                                                                                  |                                                                                                |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
|                                                                                               | Rajeshbhai Kathiriya<br>4. He is brother-in-law of Mrs. Jashvantiben Rajeshbhai Kathiriya. | Rajeshbhai Kathiriya<br>4. He is brother-in-law of Mrs. Nitaben Jayeshbhai | Jayeshbhai Kathiriya and Jashvantiben Rajeshbhai Kathiriya | 3. She is sister-in-law of Mr. Jayesh Premjibhai Kathiriya and Mrs. Nitaben Jayeshbhai Kathiriya | 3. She is sister-in-law of Mr. Rajeshbhai Kathiriya and Mrs. Jashvantiben Rajeshbhai Kathiriya |
| Listed entities from which the person has resigned in the past three years                    | -                                                                                          | -                                                                          | -                                                          | -                                                                                                | -                                                                                              |
| Information as required pursuant to NSE Circular No. L1ST/COMP/14/2018-19 dated June 20, 2018 | Not Applicable                                                                             | Not Applicable                                                             | Not Applicable                                             | Not Applicable                                                                                   | Not Applicable                                                                                 |

<sup>#</sup>Excluding Section 8 Company, struck off Company and Amalgamated Company.

<sup>\*</sup>Includes only the Audit Committee and Stakeholders' Relationship Committee of listed entities/public companies, as applicable.

<sup>^</sup>In accordance with SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013.

