Vital Chemtech Limited :
Corporate Office:
B-406, Mondeal Heights, Opp. Karnavati Club,
S.G.Highway, Ahmedabad, Gujarat, INDIA-380015.
Plant Address :
Plot No : D-3 / 151 & 158, GIDC, Dahej III,
Dist. Bharuch, Gujarat, INDIA-392 130.
+91 - 79 - 4600 5840
www.vitalgroup.co.in info@vitalgroup.co.in
CIN Number : L24299GJ2021PLC127538

To **Date: 05.09.2026**
The Manager-Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Block G, C/1, Bandra Kurla
Complex, Bandra (E), Mumbai – 400 051
Maharashtra, India

SUBJECT: Submission of Notice of 5th Annual General Meeting.

Ref.: Vital Chemtech Limited (Symbol: VITAL), ISIN: INE0L4K01016

Dear Sir/ Madam,

We wish to inform you that the 5th Annual General Meeting of the Company on Monday, September 28, 2026 at 12:00 noon (IST) through Video Conferencing (VC) or Other Audio Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 5th Annual General Meeting.

We have attached herewith the Notice of 5th Annual General Meeting of our Company for kind perusal of Stakeholders.

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 August 28, 2026.

The Integrated Annual Report containing the Notice is also uploaded on the Company's website and can be accessed https://www.vitalgroup.co.in/investors.html

We would further like to inform that the Company has fixed Monday, September 21, 2026 as the cut-off date for ascertaining the names of the members holding shares in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

Kindly take the same on your record.

Thanking you,

For, Vital Chemtech Limited

VIPUL JATASHANKER BHATT
Digitally signed by VIPUL JATASHANKER BHATT
Date: 2026.09.05 16:49:00 +05'30'

Vipul Bhatt
Chairman & Managing Director
DIN: 06716658
Place: Ahmedabad

Encl: A/a-

NOTICE OF 5th ANNUAL GENERAL MEETING

Notice is hereby given that the Fifth (5th) Annual General Meeting (AGM) of Vital Chemtech Limited ("the Company") will be held on Monday, September 28, 2026 at 12:00 noon IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses;

Ordinary Businesses:

1. Adoption of Financial Statements:

To consider and adopt;

(a) The Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2026 and the report of the Board of Directors and Auditors thereon; and

(b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended on March 31, 2026 and the report of Auditors thereon.

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

(a) "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."

(b) "RESOLVED THAT the Audited Consolidated financial statement of the Company for the financial year ended on March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Jay Vipul Bhatt (DIN: 09363173), who retires by rotation and being eligible, offers himself for re-appointment:

Explanation: Based on the terms of appointment, executive directors and the non-executive directors are subject to retirement by rotation. Mr. Jay Vipul Bhatt (DIN: 09363173), who was appointed as a Whole Time Director is the longest-serving member on the Board and who is liable to retire, being eligible, seeks reappointment.

To the extent that Mr. Jay Vipul Bhatt (DIN: 09363173), is required to retire by rotation, he would need to be re-appointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded to the reappointment of Mr. Jay Vipul Bhatt (DIN: 09363173), as such to the extent that he is required to retire by rotation."

SPECIAL BUSINESSES:

3. To ratify the remuneration payable to M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690) Cost Auditor of the Company for the Financial Year ended on March 31, 2027.

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 148(3) and any other applicable provision(s), if any, of the Companies Act, 2013, read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690), Ahmedabad, appointed by the Board of Directors of the Company in their meeting held on May 29, 2026 as Cost Auditor of the Company, based on the recommendations of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2026-27.

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."

4. To ratify the appointment of M/s. SCS and CO. LLP, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a first term of Five consecutive years from the Financial Year 2025-26 to the Financial Year 2029-30:

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 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and

Regulation 24A (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to ratify the appointment of M/s. SCS & Co LLP, Practicing Company Secretaries (Firm Registration Number: L2020GJ008700 and Peer Review Certificate No. 5333/2023) as Secretarial Auditor of the Company for a term of 5 (five) consecutive years from the Financial Year 2025-26 to 2029-30, which appointment was approved by the Members through Postal Ballot by passing an Ordinary Resolution on Friday, April 24, 2026, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor, from time to time (hereinafter referred to as the "Board" which term shall include any Committee of the Board).
RESOLVED FURTHER THAT the Board of Directors of the Company and/or or any committee thereof be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to the aforesaid resolution."

5. Approval of Material Related Party Transactions with Vital Synthesis Limited for the Financial year 2026-27:
To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an **Ordinary Resolution: -**
"**RESOLVED THAT** pursuant to Regulations 2(1)(zc) and 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the Company's Policy on Related Party Transactions, on the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee thereof or any Director/Officer authorised by the Board) to enter into and/or continue entering into contract(s), arrangement(s), or transaction(s) with Vital Synthesis Limited, a subsidiary company being a related party of the Company, as detailed in the Explanatory Statement annexed hereto, for an aggregate value not exceeding ₹85 Crore (Rupees Eighty Five Crores Only) for the financial year 2026-27, provided that all such transactions are undertaken in the ordinary course of business and on an arm's length basis, and that the Board is hereby fully authorised to execute all necessary agreements, delegate powers, make regulatory filings, and do all such acts, deeds, and things as may be necessary to give full effect to this resolution.
RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof, finalising and executing all necessary agreements, contracts, deeds, writings and other documents, filing applications and making representations before the appropriate authorities, and to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard or incidental thereto, without requiring any further approval of the Members of the Company.
RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board or to any Director(s), Key Managerial Personnel, Officer(s) or Authorised Representative(s) of the Company, as may be deemed necessary or expedient for the purpose of giving effect to this Resolution."

6. To consider & approve Re-Appointment of Mr. Vipul Bhatt (DIN: 06716658) as Chairman and Managing Director of the Company and payment of Remuneration:
To consider and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution:**
"**RESOLVED THAT** pursuant to the provisions of 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 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"), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vipul Bhatt (DIN: 06716658), as a Chairman and Managing Director of the Company for further period of 5(five) years w.e.f. 28th September, 2026 till 27th September, 2031 liable to retire by rotation, upon such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/or remuneration, in compliance of the provisions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or reenactment(s) thereof for the time being in force), and articles of association of the Company and subject to such approvals as may be necessary, Mr. Vipul Bhatt (DIN: 06716658) be paid a remuneration as set hereunder & the limits as mentioned in schedule V in absence of profit or no profits in any year by the Company shall not be adhered.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company or any person authorised by the board be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required."

7. To consider & approve Re-Appointment of Mr. Jay Bhatt (DIN: 09363173) as a Whole-Time Director of the Company and payment of Remuneration:

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

"**RESOLVED THAT** pursuant to the provisions of 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 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"), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Jay Bhatt (DIN: 09363173), as Whole time director of the Company for further period of 5(five) years w.e.f. 28th September, 2026 till 27th September, 2031 liable to retire by rotation, upon such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/or remuneration, in compliance of the provisions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or reenactment(s) thereof for the time being in force), and articles of association of the Company and subject to such approvals as may be necessary, Mr. Jay Bhatt (DIN: 09363173) be paid a remuneration as set hereunder & the limits as mentioned in schedule V in absence of profit or no profits in any year by the Company shall not be adhered.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company or any person authorised by the board be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required."

Registered office:
B-406, Mondeal Heights,
Opp. Karnavati Club, S. G. Highway,
Ahmedabad- 380015, Gujarat.

For and on behalf of Board of Directors
VITAL CHEMTECH LIMITED
CIN: L24299GJ2021PLC127538

Sd/-
Vipul Bhatt
Chairman & Managing Director
DIN: 06716658

Place: Ahmedabad
Date: August 31, 2026

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 dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 (collectively referred to as "Circulars") and relevant SEBI circulars issued in this regard by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the AGM of the Company is being held through VC on Monday, September 28, 2026 at 12:00 noon IST. The deemed venue of the proceedings of the 5th AGM shall be the Registered Office of the Company at B-406, Mondeal Heights, Opp. Karnavati Club, S. G. Highway, Ahmedabad, 380015.

2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.

3. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/reports/ documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/ update their email addresses with their Depository Participant(s).

4. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and subsequent circulars issued in this regard & Regulation 36 of SEBI Listing regulations, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st 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/ Skyline Financial Services Private 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. A letter providing the web-link, including the exact path, where complete details of the Annual Report is sent to those shareholder(s) who have not registered their email ID either with the Company or depository by the company.

5. The Notice has also been uploaded on the website of the Company at www.vitalgroup.co.in & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at 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.

6. 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.,

7. Pursuant to the Circular No. 14/2020 dated April 08, 2020 & subsequent circulars, issued by the Ministry of Corporate Affairs, the facility to appoint a 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.

8. 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.

9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

10. 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.

11. 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 businesses 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.

12. 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 compliance@vitalgroup.co.in 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.

13. 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.

14. 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. 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. September 28, 2026. Members seeking to inspect such documents can send an email to compliance@vitalgroup.co.in.

15. Process and manner for Members opting for voting through Electronic means:
i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA 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"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

ii. 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. Monday, September 21, 2026 shall 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. Monday, September 21, 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 e-voting period commences on Friday, September 25, 2026 from 9:00 A.M. (IST) and ends on Sunday, September 27, 2026 up to 5:00 P.M. (IST). During this period, members holding shares in dematerialised form, as on cut-off date, i.e. as on

Monday, September 21, 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 resolution on which vote has already been cast.

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.

vi. 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. Monday, September 21, 2026.

vii. The Board has appointed M/s. SCS and Co LLP (M. No.: F14118, COP: 23630) Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

16. 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.

17. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorised 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 exchanges, NSDL and will also be displayed on the Company's website, www.vitalgroup.co.in

18. 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).

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

The remote e-voting period begins Friday, September 25, 2026 from 9:00 A.M. (IST) and ends on Sunday, September 27, 2026 up to 5:00 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 Monday, September 21, 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, being Monday, September 21, 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. Https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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 e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. 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** App Store Google Play
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 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 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 & 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.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 abovementioned 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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 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 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 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 user 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.
(b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 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.

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

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

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 whose 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 with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request at 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 compliance@vitalgroup.co.in.
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 compliance@vitalgroup.co.in. If you are an Individual shareholders 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.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 5th AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 5th AGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members/ shareholders, who will be present in the 5th 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 during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 5th AGM. However, they will not be eligible to vote during the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/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” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join 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 compliance@vitalgroup.co.in. The same will be replied by the company suitably.

CONTACT DETAILS:

Company	**VITAL CHEMTECH LIMITED** Address: B-406, Mondeal Heights, Opp. Karnavati Club, S. G. Highway, Ahmedabad-380015, Gujarat Tel No. 079-46005840 Email: compliance@vitalgroup.co.in Web: www.vitalgroup.co.in.
Registrar and Transfer Agent	**Skyline Financial Services Private Limited** D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi-110020. E-mail: info@skylinerta.com Website: www.skylinerta.com Tel no.: +91-22-49721245, 28511022
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	**M/s SCS and Co LLP** **Ms. Anjali Sangtani (Membership M. No.: F14118, COP: 23630)** Office No. B- 1310, Thirteenth floor, “Shilp Corporate Park” Rajpath Rangoli Road, Thaltej, Ahmedabad-380054, Gujarat Email: cs@scsandcollp.com ; T No: 079-40051702

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO. 3:

To ratify the remuneration payable to M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690) Cost Auditor of the Company for the Financial Year ended on March 31, 2027: Ordinary Resolution

The Board of Directors at its meeting held on May 29, 2026, upon the recommendation of the Audit Committee, approved the appointment of M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690), Ahmedabad, to conduct the audit of the Cost records of the Company for the Financial Year 2026-27 at a remuneration of Rs. 60,000/- (Rupees Fifty Thousand Only) excluding all applicable taxes and reimbursement of out of pocket expenses. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditors, is required to be ratified by the Members of the Company.

The Board recommends the resolution set out under Item No. 03 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 04:

To ratify the appointment of M/s. SCS and CO. LLP, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a first term of Five consecutive years from the Financial Year 2025-26 to the Financial Year 2029-30: Ordinary Resolution

The Company migrated from the NSE Emerge Platform of the National Stock Exchange of India Limited to the Main Board of the National Stock Exchange of India Limited with effect from March 11, 2026. Consequently, the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") became applicable to the Company.

Pursuant to Regulation 24A of the SEBI Listing Regulations, on the recommendation of the Board of Directors, a listed entity is required to appoint or re-appoint:

(i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or

(ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders at the Annual General Meeting.

Subsequent to the Company's migration to the Main Board, the provisions of Regulation 24A of the SEBI Listing Regulations became applicable. Accordingly, based on the recommendation of the Audit Committee and the Board of Directors at their meeting held on March 24, 2026, the Members of the Company, by passing an Ordinary Resolution through Postal Ballot on Friday, April 24, 2026, approved the appointment of M/s. SCS & Co LLP, Practicing Company Secretaries (Firm Registration Number: L2020GJ008700) and Peer Review Certificate No. 5333/2023, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from the Financial Year 2025–26 up to the Financial Year 2029–30.

In order to place the said appointment before the Members at the ensuing Annual General Meeting in accordance with Regulation 24A of the SEBI Listing Regulations, the Board of Directors recommends ratification and confirmation of the appointment of M/s. SCS & Co LLP as the Secretarial Auditor of the Company for the aforesaid term.

Brief Profile

M/s. SCS and CO. LLP is a well-known firm of Practicing Company Secretaries based in Ahmedabad. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The firm provides secretarial and compliance related services applicable to Listed/Unlisted Company’s pursuant to Company/Corporate Laws, SEBI Laws, SEBI (LODR)/Listing Regulations, SEBI ICDR Regulations, National Company Law Tribunal services, RBI Laws, IBC, Valuation of securities under IBBI/Companies Act/Income Tax Act/ FEMA, IEC, Trademark/Intellectual Property and other allied professional services.

Besides the firm also offers advisory solutions on partnership and LLP laws, employee benefit regulations. The Firm’s advisory services deliverables are based on gaining an understanding of clients’ query, thorough analysis on the subject, inhouse threadbare discussions on all possible solutions, considering myriad options, application of knowledge and past experience on the respective issues and providing an informed opinion on the query. The firm provides its services to various prominent companies, and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

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

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

A. Proposed fees payable to the Secretarial Auditor(s):

The proposed fees in connection with the secretarial audit shall for FY 2025-2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. SCS and CO. LLP. In addition to the secretarial audit, M/s. SCS and CO. LLP shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

B. Terms of appointment:

Appointment as Secretarial Auditors of the Company for five consecutive financial years from F.Y. 2025- 2026 to F.Y. 2029-2030 subject to approval of members.

C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: No

D. Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial auditor(s):

The Board of Directors and the Audit Committee, at their respective meetings held on March 24, 2026, evaluated multiple parameters, including the firm's capability to cater to a diverse and widespread business landscape such as that of the Company, its audit experience across various industries, market reputation, clientele profile, technical expertise, and adherence to high governance standards. Based on this assessment, the board concluded that M/s. SCS & Co LLP is well-suited for the role of Secretarial Auditor and, accordingly, recommended their appointment and it's approved by the member via Postal ballot e-voting dated April 24, 2026.

The Board recommends the resolution set out under Item No. 04 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

ITEM NO. 05:

Approval of Material Related Party Transactions with Vital Synthesis Limited: Ordinary Resolution

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), prior approval of the Members of the Company by way of an Ordinary Resolution is required for entering into material related party transactions.

SEBI, vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("Circular"), has mandated listed entities to follow the Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("RPT Industry Standards"). The said Industry Standards prescribe the information required to be placed before the Audit Committee and the Members for approval of material Related Party Transactions.

Vital Synthesis Limited ("VSL") is a subsidiary of the Company and is a related party within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013.

The Company, in the ordinary course of its business, proposes to enter into and/or continue to enter into various transactions with VSL, including the following operational engagements :

(a) sale, purchase or supply of goods and materials,

(b) availing or rendering of services,
(c) Loans and Advances including Inter Corporate Deposits
(d) other transactions permissible under applicable laws including Reimbursement of Expenses
These transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.
The Management has placed before the Audit Committee all the relevant details as required under the RPT Industry Standards. After considering the necessity, nature, terms and pricing methodology of the proposed transactions, the Audit Committee has granted its approval for entering into the proposed Related Party Transactions with VSL for an aggregate value not exceeding ₹85 Crores for the Financial year 2026-27.
The proposed Related Party Transactions are necessary, normal and incidental to the business of the Company and are expected to facilitate efficient business operations, optimum utilization of resources and operational synergies between the Company and its subsidiary. The proposed transactions are in the best interests of the Company and are not prejudicial to the interests of the public shareholders.
The Members' approval sought for the Material Related Party Transactions with VSL shall remain valid for the financial year 2026-27.
The Members may note that, in terms of Regulation 23 of the SEBI Listing Regulations, all related parties (whether such related party is a party to the particular transaction or not) shall abstain from voting on the resolution approving the Material Related Party Transactions.
Based on the recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.
The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 5.
Except to the extent of their shareholding and/or directorship in the Company and/or Vital Synthesis Limited, if any, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 5 pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are as follows:

Part A: Minimum information of the proposed RPT
A(1) Basic details of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Name of the Related Party	Vital Synthesis Limited
2.	Country of incorporation of the Related Party	India
3.	Nature of business of the Related Party	Vital Synthesis Limited is subsidiary Company of Vital Chemtech Limited. VSL is Manufacturing of chemical, chemical compounds, industrial chemicals, scientific chemicals, chemical products, acids, alkalies, petrochemicals, chemical medicines, drugs, pharmaceuticals, antibiotics, tannin etc.

A (2) Relationship and ownership of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the Related Party – including nature of its concern (financial or otherwise)	Subsidiary of Company.

Sr. No.	Particulars of the information	Information provided by the Management
2.	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the Related Party.	The Company holds 99 % equity share capital (directly) in Vital Synthesis Limited
3.	Where the Related Party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4.	Shareholding of the Related Party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil

A(3) Details of previous transactions with the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Total amount of all the transactions undertaken by the Company with the Related Party during the last financial year.	FY 2025 - 26
2.	Total amount of all the transactions undertaken by the Company with the Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Quarter:- 30.06.2026
3.	Any default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

FY 2025 - 26

Sl. No.	Nature of Transactions	Amount (In Crore)
1.	Sale of Goods	2.40
2.	Purchase of Goods	2.01
3.	Net Unsecured Loan Given	21.11
4.	Interest paid	0

Quarter:- 30.06.2026

Sl. No.	Nature of Transactions	Amount (In Crore)
1.	Sale of Goods	2.47
2.	Purchase of Goods	0.10
3.	Net Unsecured Loan Given	4.19
4.	Interest paid	0

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

Sr. No.	Particulars of the information	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	FY 2026 - 27

FY 2026 - 27

Sl. No.	Nature of Transactions	Amount (In Crore)
1.	Sale of Goods	25.00
2.	Purchase of Goods	25.00
3.	Loans and Advances, borrowings including interest and Inter Corporate Deposit	30.00
4.	availing or rendering of services	2.5
5.	other transactions permissible under applicable laws including Reimbursement of Expenses	2.5
	TOTAL	**85**

<table>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year</td><td>67.23% (₹85 Crore as a percentage of the Company's annual consolidated turnover of ₹126.44 Crore for FY 2025-26)</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the Related Party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of Related Party) for the immediately preceding financial year, if available.</td><td>2777.77% of total turnover of Vital Synthesis Limited.</td></tr>
<tr><td>6.</td><td>Financial performance of the Related Party for the immediately preceding financial year</td><td>FY 2025-26
<table>
<tr><th>Particulars</th><th>Amount (In Lakhs)</th></tr>
<tr><td>Turnover</td><td>306.26</td></tr>
<tr><td>Profit / (Loss) after Tax</td><td>(139.37)</td></tr>
<tr><td>Net Worth</td><td>(177.06)</td></tr>
</table></td></tr>
</table>

A(5) Basic details of the proposed transaction

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sl. No.</th><th>Nature of Transactions</th><th>Amount (In Crore)</th></tr>
<tr><td>1.</td><td>Sale of Goods</td><td>25.00</td></tr>
<tr><td>2.</td><td>Purchase of Goods</td><td>25.00</td></tr>
<tr><td>3.</td><td>Loans and Advances, borrowings including interest and Inter Corporate Deposit</td><td>30.00</td></tr>
<tr><td>4.</td><td>availing or rendering of services</td><td>2.5</td></tr>
<tr><td>5.</td><td>other transactions permissible under applicable laws including Reimbu-rsement of Expenses</td><td>2.5</td></tr>
<tr><td></td><td></td><td>85.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>• sale, purchase or supply of goods and materials,
• availing or rendering of services,
• Loans and Advances including Inter Corporate Deposits
• Interest on Loans and Advances and
• other transactions permissible under applicable laws including Reimbursement of Expenses</td></tr>
</table>

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year (Financial years 2026-2027)
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	Rs. 85 Crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	*The proposed RPT is in the best interest of the listed entity as both parties operate in the same line of business, allowing for strong operational synergy and better coordination. In case of any shortfall in raw materials or finished goods, the related party can ensure timely supply, enabling the company to meet customer requirements without delay. This helps maintain business continuity, customer satisfaction, and market reputation. The transactions will be conducted at arm's length and in the ordinary course of business, ensuring transparency and compliance. Overall, these arrangements support efficient operations and add strategic value to the listed entity.*
7.	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Vipul Bhatt, Promoter, Chairman & Managing Director, Mr. Jay Bhatt, Whole Time Director and Mrs. Sangeeta Bhatt, Non-Executive Director of the Company are also the Directors & Promoters of Vital Synthesis Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. The proposed transactions are to be undertaken in the ordinary course of business and on an arm's length basis. The pricing for such transactions shall be determined based on prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology, or such other appropriate benchmarking mechanism, wherever applicable. Reimbursements and recoveries, if any, shall be on an actual cost basis.
9.	Other information relevant for decision making.	NIL

PART B

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

Sr. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions are between the Company and its subsidiary, Vital Synthesis Limited, and are undertaken based on business requirements, operational efficiencies and commercial considerations. Accordingly, no bidding process is applicable.
2.	Basis of determination of price.	The pricing of the proposed transactions shall be determined on an arm's length basis, having regard to prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology or such other generally accepted pricing methodology, wherever applicable.
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

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

Sr. No.	Particulars of the information	Information provided by the Management
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to arm's length principles to ensure fairness and compliance and the same shall be disclosed appropriately as and when required.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Interest rate of borrowing is in the range of 08 to 12.00% per annum as on 31st March, 2026

4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate shall be determined on an arm's length basis, taking into account the prevailing market lending rates, the Company's cost of borrowing, the credit profile of the borrower, tenure and other commercial terms of the transaction. The rate of interest shall not be lower than the cost of borrowing of the Company at the time of the transaction.
5.	Maturity / due date	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.
6.	Repayment schedule & terms	Repayable on demand, as and when called upon
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The Funds will be utilized for general business and operational requirements.

Part C :

Specific type of the transaction where proposed RPT is material C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	No
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b. Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. FY 2025-2026 FY 2024-2025 FY 2023-2024 v	No

Other Information

Sr. No.	Particulars	Details
1.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed transactions with Vital Synthesis Limited, a subsidiary of the Company, are intended to facilitate the efficient conduct of business, operational synergies and optimum utilization of resources within the Group. The transactions are in the ordinary course of business and on an arm's length basis. The pricing for such transactions shall be determined based on prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology or such other generally accepted pricing methodology, wherever applicable. Reimbursements and recoveries, if any, shall be on an actual cost basis.
2.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
3.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposed Material Related Party Transactions have been approved by the Audit Committee and the Board of Directors recommends the Ordinary Resolution for approval by the Members.
4.	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5.	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	The Audit Committee and the Board of Directors confirm that all information necessary for the Members to make an informed decision has been provided in this Notice and that any commercially sensitive information has been appropriately redacted, wherever considered necessary, without affecting the completeness of the disclosures.
6.	Any other information that may be relevant	Not Applicable

ITEM NO 06:

To consider & approve Re-Appointment of Mr. Vipul Bhatt (DIN: 06716658) as Chairman and Managing Director of the Company and Payment of Remuneration: Special Resolution

Mr. Vipul Bhatt (DIN: 06716658) has been associated with the Company since its incorporation and has contributed immensely to its growth, development, and success through his extensive expertise in the industry in which the Company operates. He was appointed as Chairman and Managing Director of the Company for a period of 5 (Five) years w.e.f. February 15, 2022, pursuant to the Special Resolution passed by the Members at the Extra Ordinary General Meeting of the Company held on February 20, 2022. The existing term of Mr. Vipul Bhatt as Chairman and Managing Director will accordingly come to an end on February 14, 2027.

On the recommendation by Nomination and Remuneration Committee, Board of Directors at its meeting held on August 31, 2026 has approved his reappointment as Chairman and Managing Director of the company for a further period of 5 (five) years w.e.f. 28th September, 2026 till 27th September, 2031, subject to the approval of the members in the General Meeting upon the terms and conditions for the reappointment and payment of remuneration by way of salary, perquisites and allowances in accordance with Schedule V of Companies Act, 2013 of w.e.f. 28th September, 2026 as mentioned below.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the appointment of and remuneration payable Mr. Vipul Bhatt (DIN: 06716658) as a Chairman and Managing Director of the company, in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Vipul Bhatt (DIN: 06716658), in the event of loss or inadequacy of profit in any Financial Year, the limits as mentioned in schedule V in absence of profit or no profits in any year by the Company shall not be adhered.

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, remuneration payable to Mr. Vipul Bhatt, 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 of chemicals sector.

Date of commencement of commercial production: The Company has already started the commercial production.

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:

(Rs. In Lakhs.)

Particulars	Standalone-Year Ended		Consolidated-Year Ended	
	31/03/2026	31/03/2025	31/03/2026	31/03/2025
Revenue From Operations	10525.59	12022.87	12644.16	13,390.37
Other Income	78.76	198.86	86.41	207.58
Net Gain on reclassification of financial assets	777.36	280.87	30.16	43.37
Total Income	**11381.71**	**12502.60**	**12760.73**	**13641.32**
Less: Total Expenses before Depreciation, Finance Cost and Tax	9955.26	11321.62	11640.54	12327.39
Operating Profit /(Loss) before Depreciation, Finance Cost and Tax	**1426.45**	**1180.98**	**1120.19**	**1313.93**
Less: Depreciation	229.09	208.49	599.42	497.48
Less: Finance Cost	151.53	82.05	312.07	217.40
Profit /(Loss) Before Tax	**1045.83**	**890.44**	**208.70**	**599.05**
Less: Current Tax	87.06	180.22	87.06	180.22
Less: MAT Credit	0	0	0	0
Less: Deferred tax Liability (Asset)	64.23	18.48	18.95	21.93
Net Profit /(Loss)	**894.54**	**691.74**	**102.69**	**396.90**
Earnings per Equity Share	**3.73**	**2.89**	**0.44**	**1.67**

Export performance and net foreign exchange: During the year under review, the Company having export performance and net foreign exchange expenditure.

(Rs. In Lakhs.)

Particulars	**For the Period Ended on March 31, 2026**
Foreign Exchange Earnings	
Sales	
Receipts in Foreign Currency-USD	0.75
FOB Value of Exports	62.70
Foreign Exchange Outgoings	
Purchase	
Payments in Foreign Currency	87.15
CIF Value of Imports	7820.22

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director:

Background Details: Mr. Vipul Bhatt (DIN: 06716658), aged 54 years was appointed as a Director on incorporation/conversion of Vital Chemtech Limited Liability Partnership to Vital Chemtech Limited and has been appointed as Managing Director w.e.f February 15, 2022. He is holding a degree of Diploma in Chemical engineering. He has more than 31 years' experience in the chemical manufacturing and trading industry.

Past Remuneration: Rs. 120 Lakhs p.a.

Recognition or awards: Nil

Job Profile and his suitability: He takes care of Operations department. He takes care of Finance as well. He is involved in business development process.

Remuneration proposed: -

Basic Salary up to Rs. 30,00,000 per month excluding perquisite with such increments as may be decided by the Board from time to time.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Vipul Bhatt (DIN: 06716658), 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 managerial personnel:

Mr. Vipul Bhatt has pecuniary relationship to the extent he is promoter of the Company. He is Husband of Mrs. Sangeeta Vipul Bhatt (Non-Executive Director) and Father of Mr. Jay Bhatt (Whole-time director).

Other information:

(1) Reasons of loss or inadequate profits:-

Not applicable, as the Company has posted a net profit after tax of Rs. 894.54 Lakhs during the year ended March, 31, 2026.

(2) Steps taken or proposed to be taken for improvement: - The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

(3) Expected increase in productivity and profits in measurable terms:- Due to the aforesaid steps, the Company has continuously improved its performance during the last three Financial Years in terms of revenue from operations and profits and expects a significant in productivity and profits of the Company in next Financial Year.

Sitting Fees:

He shall not be paid sitting fees for attending the Meetings of the Board of Directors or Committees thereof.

Mr. Vipul Bhatt has been instrumental in guiding the Company's strategic direction and operational growth since inception. His re-appointment as Chairman and Managing Director is in the best interests of the Company, as it will ensure continued and stable leadership, strategic continuity, and sustained business growth. The Board is of the view that his proven expertise, in-depth knowledge of the industry, and the value he brings to the Company justify his re-appointment for a further term.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Vipul Bhatt (DIN: 06716658) as Chairman and Managing Director of the Company are now being placed before the Members for their approval in accordance with Schedule V of Companies Act, 2013 of w.e.f. 28th

September, 2026.

Details of Mr. Vipul Bhatt, pursuant to the provisions of (i) SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in 'Annexure-I' to the Notice.

Except Mr. Vipul Bhatt (DIN: 06716658) himself, Mr. Jay Bhatt & Mrs. Sangeet Vipul Bhatt being 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 in the Resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Vipul Bhatt will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Vipul Bhatt (DIN: 06716658) as Chairman and Managing Director of the Company.

The Board recommends the matter and the resolution set out under Item No. 6 for the approval of the Members by way of passing Special Resolution(s).

ITEM NO. 7

To consider & approve Re-Appointment of Mr. Jay Bhatt (DIN: 09363173) as Whole-Time Director of the Company and Payment of Remuneration: Special Resolution

Mr. Jay Bhatt (DIN: 09363173) has been associated with the Company since its incorporation and has contributed immensely to its growth, development, and success through his extensive expertise in the industry in which the Company operates. He was appointed as Whole Time Director for a period of 5 years w.e.f. February 15, 2022, pursuant to the Special Resolution passed by the Members at the Extra Ordinary General Meeting of the Company held on February 20, 2022. The existing term of Mr. Jay Bhatt as Whole-Time Director will accordingly come to an end on February 14, 2027.

Accordingly, term of Mr. Jay Bhatt (DIN: 09363173) expires on February 14, 2027 and upon recommendation by Nomination and Remuneration Committee, Board of Directors at its meeting held on August 31, 2026 has approved his reappointment as Whole Time Director of the company for a further period of 5 (five) years w.e.f. 28th September, 2026 till 27th September, 2031, subject to the approval of the members in the General Meeting upon the terms and conditions for the reappointment and payment of remuneration by way of salary, perquisites and allowances in accordance with Schedule V of Companies Act, 2013 of w.e.f. 28th September, 2026 as mentioned below.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the appointment of and remuneration payable Mr. Jay Bhatt (DIN: 09363173) as Whole-time Director of the company, in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Jay Bhatt (DIN: 09363173), in the event of loss or inadequacy of profit in any Financial Year, the limits as mentioned in schedule V in absence of profit or no profits in any year by the Company shall not be adhered.

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, remuneration payable to Mr. Jay Bhatt (DIN: 09363173), 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 of chemicals sector.

Date of commencement of commercial production: The Company has already started commercial production.

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:

(Rs. In Lakhs.)

Particulars	Standalone-Year Ended		Consolidated-Year Ended	
	31/03/2026	31/03/2025	31/03/2026	31/03/2025
Revenue From Operations	10525.59	12022.87	12644.16	13,390.37
Other Income	78.76	198.86	86.41	207.58
Net Gain on reclassification of financial assets	777.36	280.87	30.16	43.37
Total Income	**11381.71**	**12502.60**	**12760.73**	**13641.32**
Less: Total Expenses before Depreciation, Finance Cost and Tax	9955.26	11321.62	11640.54	12327.39
Operating Profit /(Loss) before Depreciation, Finance Cost and Tax	**1426.45**	**1180.98**	**1120.19**	**1313.93**
Less: Depreciation	229.09	208.49	599.42	497.48
Less: Finance Cost	151.53	82.05	312.07	217.40
Profit /(Loss) Before Tax	**1045.83**	**890.44**	**208.70**	**599.05**
Less: Current Tax	87.06	180.22	87.06	180.22
Less: MAT Credit	0	0	0	0
Less: Deferred tax Liability (Asset)	64.23	18.48	18.95	21.93
Net Profit /(Loss)	**894.54**	**691.74**	**102.69**	**396.90**
Earnings per Equity Share	**3.73**	**2.89**	**0.44**	**1.67**

Export performance and net foreign exchange: During the year under review, the Company having export performance and net foreign exchange expenditure.

(Rs. In Lakhs.)

Particulars	For the Period Ended on March 31, 2026
Foreign Exchange Earnings	
Sales	
Receipts in Foreign Currency-USD	0.75
FOB Value of Exports	62.70
Foreign Exchange Outgoings	
Purchase	
Payments in Foreign Currency	87.15
CIF Value of Imports	7820.22

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director:

Background Details: Mr. Jay Vipul Bhatt, aged 30 years, was appointed as a director on incorporation of the Company dated 25.11.2021. He has completed his graduation with a Bachelor of Engineering degree in Chemical Engineering from Gujarat Technological University and holds a postgraduate degree, MSc in Management, from Queen Mary University of London. Mr. Jay Bhatt has more than Nine years of experience in Business Development and Marketing Sales and Marketing, along with other top management-related activities.

Past Remuneration: Rs. 46,00,000 for FY 2025-26

Recognition or awards: During his engineering studies, Mr. Jay Bhatt was awarded the best final year project in Chemical Engineering by his college.

Job Profile and his suitability: He takes care of Operations department. He is involved in business development process.

Terms and conditions of Remuneration: -

Basic Salary up to Rs. 25 Lakh per months excluding perquisite with such increments as may be decided by the Board from time to time.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Jay Bhatt, 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 managerial personnel:

Mr. Jay Bhatt has pecuniary relationship to the extent he is promoter of the Company. He is son of Vipul Bhatt (Chairman & Managing Director) and Sangeeta Vipul Bhatt (Non-Executive Director)

Other information:

(1) Reasons of loss or inadequate profits:-

Not applicable, as the Company has posted a net profit after tax of Rs. 894.54 Lakhs during the year ended March, 31, 2026.

(2) Steps taken or proposed to be taken for improvement: - The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

(3) Expected increase in productivity and profits in measurable terms:- Due to the aforesaid steps, the Company has continuously improved its performance during the last three Financial Years in terms of revenue from operations and profits and expects a significant in productivity and profits of the Company in next Financial Year.

Sitting Fees:

He shall not be paid sitting fees for attending the Meetings of the Board of Directors or Committees thereof.

Mr. Jay Bhatt has been instrumental in guiding the Company's strategic direction and operational growth since inception. His re-appointment as Whole-Time Director is in the best interests of the Company, as it will ensure continued and stable leadership, strategic continuity, and sustained business growth. The Board is of the view that his proven expertise, in-depth knowledge of the industry, and the value he brings to the Company justify his re-appointment for a further term.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Jay Bhatt (DIN: 09363173) as whole time director of the Company are now being placed before the Members for their approval in accordance with Schedule V of Companies Act, 2013 of w.e.f. 28th September, 2026.

Details of Mr. Jay Bhatt, pursuant to the provisions of (i) SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in 'Annexure-I' to the Notice.

Except, Mr. Jay Bhatt himself, Mr. Vipul Bhatt & Mrs. Sangeet Vipul Bhatt being 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 in the Resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Jay Bhatt will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Jay Bhatt (DIN: 09363173) as Whole-time Director of the Company.

The Board recommends the matter and the resolution set out under Item No. 7 for the approval of the Members by way of passing Special Resolution(s).

Registered office:
B-406, Mondeal Heights,
Opp. Karnavati Club, S. G. Highway,
Ahmedabad- 380015, Gujarat.

Place: Ahmedabad
Date: August 31, 2026

For and on behalf of Board of Directors
VITAL CHEMTECH LIMITED
CIN: L24299GJ2021PLC127538
Sd/-
Vipul Bhatt
Chairman and Managing Director
DIN: 06716658

Annexure - I

to Notice of 5th Annual General Meeting Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI on General Meeting

Name of Director	Mr. Jay Vipul Bhatt	Mr. Vipul Bhatt
DIN	09363173	06716658
Age	30 years	54 years
Nationality	Indian	Indian
Date of Birth	November 26, 1995	November 05, 1971
Qualification	Bachelor of Engineering degree in Chemical Engineering from Gujarat Technological University and holds a postgraduate degree, MSc in Management, from Queen Mary University of London.	Diploma in Chemical Engineering from Government Engineering College, Bharuch.
Experience - Expertise in specific functional areas - Job profile and suitability	He has more than Nine years of experience in Business Development and Marketing.	He has over 31 years of experience in the chemical manufacturing and trading industry.
Shareholding in the Company as on March 31, 2026 including shareholding as a Beneficial Owner.	Holds 300 Equity Shares	Holds 1,31,98,500 Equity Shares Holds 300 Equity Shares (Vipul Bhatt HUF; Karta Vipul Bhatt)
Terms & Conditions	Liable to retire by rotation.	Liable to retire by rotation.
Remuneration Last Drawn	Rs. 46,00,000 p.a.	Rs. 1,20,00,000 p.a.
Remuneration sought to be paid	Up to Rs. 25,00,000 per month	Up to Rs. 30,00,000 per month
Number of Board Meetings attended during the Financial Year 2025-26	08 Meeting out of 08 Board Meetings	08 Meeting out of 08 Board Meetings
Date of Original Appointment	November 25, 2021	November 25, 2021
Date of Appointment in current terms	February 15, 2022	February 15, 2022
Directorships held in public companies including deemed public companies	Vital Synthesis Limited Vital Wellness Limited Vital Alkoxides Private Limited	Vital Synthesis Limited Vital Wellness Limited Vital Alkoxides Private Limited
Memberships / Chairmanships* of committees of public companies	Nil	Membership-2, Chairmanship-0
Inter-se Relationship with other Directors^	He is son of Mr. Vipul Bhatt and Mrs. Sangeeta Vipul Bhatt.	He is Spouse of Mrs. Sangeeta Vipul Bhatt and Father of Mr. Jay Vipul Bhatt.
Listed entities from which the person has resigned in the past three years	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.	N.A.
Information as required pursuant to NSE Circular No.L1ST/COMP/14/2018- 19 dated June 20, 2018.	Mr. Jay Vipul Bhatt is not debarred from holding the office of director pursuant to any SEBI order.	Mr. Vipul Bhatt is not debarred from holding the office of director pursuant to any SEBI order.

**Includes only Audit Committee and Stakeholders' Relationship Committee.*
^In accordance with SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013.