SHREE HARI CHEMICALS EXPORT LIMITED
CORPORATE OFF.: 401/402, A-Wing, Oberoi Chambers, Opposite SAB TV, New Link Road, Andheri West, Mumbai 400 053.
Tel.: (91-22) 49634834 ● E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in ● CIN No. L99999MH1987PLC044942

Date: September 02, 2026

To,
The General Manager
DCS - CRD
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Scrip code: 524336

Dear Sir/Madam,

We are submitting herewith the Notice of the 39th Annual General Meeting of the Company for the Financial Year 2025-26.

Kindly take the same on records.

Thanking you.
Yours faithfully,

FOR SHREE HARI CHEMICALS EXPORT LIMITED

Bankesh Chandra Agrawal

Digitally signed by Bankesh Chandra Agrawal
Date: 2026.09.02 17:34:53 +05'30'

B.C. AGRAWAL
Chairman & Managing Director
DIN: 00121080
Enclosure: As aforesaid

SHREE HARI CHEMICALS EXPORT LIMITED
Corporate Identification No. (CIN) - L99999MH1987PLC044942
Registered Office: A/8, MIDC, Mahad, Dist. Raigad-- 402309, Maharashtra
Tel: 022-49634834 E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in

NOTICE

Notice is hereby given that the **THIRTY NINTH** Annual General Meeting of the members of **SHREE HARI CHEMICALS EXPORT LIMITED** will be held on Thursday, September 24, 2026 at 12:30 p.m. through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited Standalone and Consolidated Financial Statements**

    a. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Board of Directors and the Auditors thereon.

    b. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors' thereon.

2. **Re-appointment of Shri Sanjay Kedia (DIN: 08556924), a Director Retiring by Rotation**

    To appoint a director in place of Shri Sanjay Kedia (DIN: 08556924) who retires by rotation and being eligible, offers himself for re-appointment.

3. **Re-appointment of Shri Vikas Agarwal (DIN: 00089659), a Director Retiring by Rotation**

    To appoint a director in place of Shri Vikas Agarwal (DIN: 00089659) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Ratification of Cost Auditors' Remuneration**

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

    "RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the payment of remuneration of Rs. 25,000/- per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses payable to M/s. V.B. Modi & Associates, Cost Accountants, (ICWA Registration No. 004861) who have been appointed as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2026-2027."

5. **Appointment of Shri Amrut Urkude (DIN: 11902244) as an Independent Director of the Company**

    To consider and if thought fit, to pass the following resolution as a Special Resolution:

    "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Amrut Urkude (DIN: 11902244) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company with effect from August 25, 2026 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

    RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (the Act), as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations) and as recommended by the Nomination and Remuneration Committee and Board of Directors, the appointment of Shri Amrut Urkude (DIN: 11902244) as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from August 25, 2026 to August 24, 2031 be and is hereby approved."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution."

6. **Re-appointment of Mr. Shri Ram Gupta (DIN: 07028932) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (the Act), as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), and as recommended by the Nomination and Remuneration Committee and Board of Directors, Mr. Shri Ram Gupta (DIN: 07028932) being eligible for re appointment, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received from a member of the Company, a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 years from September 29, 2026 to September 28, 2031 and that he shall not be liable to retire by rotation during his tenure as an Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution."

7. **Re-appointment of Shri Bankesh Chandra Agrawal (DIN: 00121080) as Chairman & Managing Director of the Company and payment of remuneration to him**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and Regulation 17(6)(e) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time and subject to such approvals, if any as may be necessary and on the basis of approval of the Audit Committee, Nomination and Remuneration Committee ('NRC') and the Board of Directors ('Board') of the Company, the approval of the members be and is hereby accorded to the re-appointment of Shri Bankesh Chandra Agrawal (DIN: 00121080) as the Chairman & Managing Director of the Company for a period of 3 (three) years with effect from November 11, 2026 on such remuneration and terms and conditions as approved by the NRC and Board of Directors and set out in the Explanatory Statement annexed to the Notice convening this Meeting which remuneration and terms and conditions be and are hereby approved with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Bankesh Chandra Agrawal.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any financial year, Shri Bankesh Chandra Agrawal, the Chairman and Managing Director shall be entitled to receive and be paid the remuneration as stated in the Explanatory Statement as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to the Act and Schedule V of the Companies Act, 2013 the Board be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling without any further reference to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

8. **Re-appointment of Shri Sarthak Agarwal (DIN: 03613314) as Whole Time Director of the Company and payment of remuneration to him**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and Regulation 17(6)(e) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time and subject to such approvals, if any as may be necessary and on the basis of approval of the Audit Committee, Nomination and Remuneration Committee ('NRC') and the Board of Directors ('Board') of the Company, the approval of the members be and is hereby accorded to the re-appointment of Shri Sarthak Agarwal (DIN: 03613314) as the Whole Time Director of the Company for a period of 3 (three) years with effect from November 11, 2026 on such remuneration and terms and conditions as approved by the NRC and Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this Meeting which remuneration and terms and conditions be and are hereby approved with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Sarthak Agarwal.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any financial year, Shri Sarthak Agarwal, Whole Time Director shall be entitled to receive and be paid the remuneration as stated in the Explanatory Statement as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to the Act and Schedule V of the Companies Act, 2013 the Board be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling without any further reference to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

9. **Re-appointment of Shri Nihit Agarwal (DIN: 07586882) as Whole Time Director of the Company and payment of remuneration to him**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and Regulation 17(6)(e) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time and subject to such approvals, if any as may be necessary and on the basis of approval of the Audit Committee, Nomination and Remuneration Committee ('NRC') and the Board of Directors ('Board') of the Company, the approval of the members be and is hereby accorded to the re-appointment of Shri Nihit Agarwal (DIN: 07586882) as the Whole Time Director of the Company for a period of 3 (three) years with effect from November 11, 2026 on such remuneration and the terms and conditions as approved by the NRC and Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this Meeting which remuneration and terms and conditions be and are hereby approved with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Nihit Agarwal.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any financial year, Shri Nihit Agarwal, Whole Time Director shall be entitled to receive and be paid the remuneration as stated in the Explanatory Statement as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to the Act and Schedule V of the Companies Act, 2013 the Board be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling without any further reference to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

10. Revision in the remuneration of Shri Sanjay Kedia (DIN- 08556924), Whole Time Director & Chief Financial Officer (CFO) of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder and 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) and subject to other consents required, if any, and basis the approval of Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to the payment of remuneration and other terms and conditions to Shri Sanjay Kedia (DIN: 08556924), Whole time Director & CFO of the Company with effect from October 01, 2026 till the remaining tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration of Shri Sanjay Kedia (DIN: 08556924), Whole time Director & CFO as it may deem fit and as may be acceptable to him.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any financial year, Shri Sanjay Kedia, Whole Time Director shall be entitled to receive and be paid the remuneration as stated in the Explanatory Statement as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 or any amendment in the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 from time to time, the Board be and is hereby authorised to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling to give effect to such modification, relaxation or variation without any further reference to the Company."

11. Material Related Party Transactions

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 ('Act') and the Rules framed thereunder (the Act), as amended from time to time, and Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), and based on approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Company, to enter/continue to enter into, Material Related Party Contract(s)/ Arrangement(s)/ Transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the Explanatory Statement with following related parties under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and following related parties for the purchase and sale of goods, rendering and receipt of services and other business related transactions to be entered into for a period commencing from the Thirty Ninth Annual General Meeting up to the date of the Fortieth Annual General Meeting of the Company to be held in the year 2027, provided that such contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company:

Sn.	Name of the related party(s)	Aggregate Value of Transactions
1.	Shubhalakshmi Polyesters Limited	Rs. 50 Crore
2.	Shubhlaxmi Dyetex Private Limited	Rs. 50 Crore

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

12. To increase borrowing limits of the Company in terms of Section 180(1)(C) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and in supersession of all earlier resolutions passed in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' or any Committee thereof) to borrow from time to time any sum or sums of money, whether by way of term loans, working capital facilities, external commercial borrowings, debentures, bonds, commercial papers or any other debt instruments or facilities, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings of the Company shall not at any time exceed Rs. 200 Crores (Rupees Two Hundred Crores only).

"**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised severally, to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution."

13. To create charges on the movable and immovable properties of the Company, both present and future in respect of borrowing of the Company in terms of Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and in supersession of all earlier resolutions passed in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/ or charge and/ or hypothecate, on such terms and conditions and at such time or times, and in such form or manner, as it may think fit, the whole or substantially the whole of any one or more of the undertakings of the Company including the present and/ or future properties whether movable or immovable, comprised in any undertakings of the Company, as the case may be for the purpose of securing financial assistance not exceeding Rs. 200 Crores/- (Rupees Two Hundred Crores only) at any point of time by way of any of the following namely Term Loans in Indian Rupees and Foreign Currency, Export Credit, Equipment Credit Scheme, Leasing Credit Facilities or other facilities from the Financial Institutions and/or Bankers and/or any other parties together with interest thereon, commitment charges, liquidated damages, costs, charges, expenses and other moneys payable by the Company to the respective Financial Institutions and/ or Bankers and/or other parties in terms of their respective Loan Agreements/Deeds of Agreements/ Hypothecation Agreements/ Letters of Sanction/Memorandum of terms and conditions entered into or to be entered into by the Company in respect of the said financial assistance, such security to rank pari passu with or second or subservient to the mortgages and/ or charges and/ or hypothecation already created or to be created in future by the Company or in such other manner as may be agreed to between the concerned parties and as may be thought expedient by the Board of Directors."

"**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised severally, to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution."

14. Loans/ guarantees, providing of securities and making of investments in securities in terms of Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and such other approvals, consents, permissions or sanctions of any other appropriate authorities or entities, including Banks/Financial Institutions, as the case may be, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board or any Committee thereof"), to invest funds of the Company in fixed/term deposits with Bank(s), in other body corporate, shares/debentures (convertible and non-convertible) of companies, Mutual fund, fixed income mutual funds, debentures, commercial paper, public sector bonds, bills of exchange, Government securities (Central or State or semi-Government), to grant loan or give any guarantee, or provide security or such other instrument/s as may be approved by the Board, to the extent of and not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only), at any time until otherwise decided in this regard,."

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to invest/disinvest moneys, demand before maturity, renew, subscribe and to sign application forms, forms of renunciation, execute transfer deeds, receipts and all other papers and documents as may be considered necessary in the matter of investment/disinvestments of Company's funds and also to make endorsements on securities/loan certificates in the name and on behalf of the Company.

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised severally, to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution."

15. Alteration of Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum of Association ("MOA") of the Company be and is hereby altered in the following manner:

In Clause III (A) of Main Objects Clause of the Memorandum of Association of the Company the following new sub clauses 9, 10 and 11 be incorporated therein:

9. To carry on the business of dealing, manufacturing, producing, purchasing, selling, trading, importing, exporting, distributing, supplying, leasing, renting, hiring or otherwise in any manner with all kinds of cranes, lifting equipment, material handling equipment, heavy machinery, construction equipment, agricultural equipment, earthmoving machinery, industrial machinery, vehicles including utility vehicles and defence vehicles, spare parts, accessories, components, consumables and allied products; and to undertake equipment management, refurbishment, modernization, retrofitting, repair, maintenance, servicing, overhauling, inspection, testing, installation, commissioning, dismantling, operation, technical support and other allied services in relation thereto; and to act as manufacturers' representatives, dealers, distributors, stockists, commission agents, consultants, service providers, importers, exporters, contractors and traders in respect of the aforesaid machinery, equipment, spare parts, accessories, components, consumables and allied products, and to provide the same to the individuals, companies, government departments, public sector undertakings, contractors, infrastructure projects, industrial establishments and other entities, whether through online or offline channel in India and abroad.

10. To carry on the business of investment, acquisition and dealing in land, shares, stocks, debenture stocks, bonds, derivatives, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by and Government, State, dominion, sovereign, ruler, commissioners, public body or authority, supreme municipal local or otherwise, whether in India and abroad.

11. To carry on the business of planning, designing, developing, constructing, engineering, executing, operating, maintaining, managing, improving, renovating and providing infrastructure and infrastructure related projects and facilities of all kinds, including roads, highways, bridges, flyovers, tunnels, railways, metro systems, airports, ports, harbours, waterways, logistics parks, industrial parks, urban infrastructure, townships, commercial and residential infrastructure, water supply and treatment systems, sewage and drainage systems, waste management facilities, power and renewable energy infrastructure, transmission and distribution systems, telecommunications infrastructure and other civil, public and utility infrastructure projects; to undertake Engineering, Procurement and Construction (EPC), turnkey, design-build, operation and maintenance, project management, consultancy and infrastructure development contracts; to participate in and undertake projects under public-private partnership, concession, Build-Operate-Transfer (BOT), Build-Own Operate-Transfer (BOOT), Design-Build-Finance Operate-Transfer (DBFOT) and other similar arrangements; to acquire, purchase, lease, develop,

construct, operate, maintain, manage, transfer or otherwise deal in infrastructure assets and facilities; and to undertake all such activities, contracts, agreements, investments, collaborations, joint ventures and arrangements as may be necessary, incidental or conducive to the attainment of the aforesaid objects whether in India and abroad.

"RESOLVED FURTHER THAT any one of the Directors of the Company or any other person so authorized by the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board of Directors to secure any further consent or approval of the members of the Company."

16. Issue of Convertible Warrants on Preferential Issue Basis

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), BSE Limited and/or any other statutory/ regulatory authority, listing agreement executed with BSE Limited in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company to create, issue, offer and allot, in one or more tranches upto 22,85,000 (Twenty Two lakhs Eighty Five Thousand) Convertible Warrants of Rs. 176.10/- each at par, aggregating to Rs. 40,23,88,500/- on a preferential basis to the following promoters, convertible into 22,85,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 166.10/- per share, ("Preferential Allotment") as per details mentioned in the Explanatory Statement forming part of this Notice, for cash and in such form and manner and upon such terms and conditions as may be decided by the Board:

Sr. No	Name of the Allottees	No. of Convertible Warrants proposed to be issued
1.	Shri Nihit Agarwal	6,85,500
2.	Smt. Priyamvada Agarwal	6,85,500
3.	Smt. Avanticka Agarwal	4,57,000
4.	Smt. Smradhi Agarwal	4,57,000

RESOLVED FURTHER THAT the issue of Convertible Warrants shall be in accordance to the terms and conditions as set out in Explanatory Statement forming part of this Notice.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the price for the Preferential Allotment of the Convertible Warrants and the equity shares upon conversion, is August 25, 2026 being the date 30 days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/ or Committee of Directors be and is hereby authorised to determine, vary, modify, alter any of the terms and conditions of the Convertible Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon the conversion of the Convertible Warrants, issuing clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, accept modifications and amendments if any, as may be prescribed by the Authorities, without seeking fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Convertible Warrants and equity shares upon conversion and utilisation of proceeds, and, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects."

By the Order of the Board

BANKESH CHANDRA AGRAWAL
Chairman & Managing Director
DIN: 00121080

Registered Office:
A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
CIN: L99999MH1987PLC044942
Tel: 022-49634834

E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in

Date:August 27, 2026

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, September 19, 2024 along with subsequent circulars issued in this regard and the latest dated September 22, 2025 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility/Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and MCA Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 39th AGM of the Company is being held through VC/ OAVM on Thursday, September 24, 2026 at 12.30 p.m. The deemed venue of the 39th AGM shall be the Registered Office of the Company.
2. Pursuant to section 105 of Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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.
4. 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 Act.
5. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, relating to item no. 4 to 16 of the Notice is annexed hereto and the additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings in respect of directors seeking appointment/ re-appointment and fixation/revision in the remuneration of Managing Director and Whole-time directors of the Company under item no. 2, 3, 5, 6 7 8, 9 and 10 are annexed as Annexure II and forms part of this Notice.
6. In compliance with the aforementioned MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 39th AGM has been uploaded on the website of the Company at www.shreeharichemicals.in and may also be accessed on the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
7. Members are requested to notify immediately any change of particulars such as name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, bank mandate details etc.:
   (i) to their Depositary Participants (DPs) in respect of their electronic share accounts, and
   (ii) to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023 read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026], in respect of their physical shares
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
9. SEBI has mandated the listed companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company and RTA at MUFG Intime India Private

Limited. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I /4298/2026 dated February 6, 2026].

#Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Request for transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same, to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

10. A special window for lodgement of physical share transfer requests, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lock in, during which they cannot be transferred, lien marked, or pledged. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/ I/4298/2026 dated February 6, 2026].

    A newspaper advertisement has been published in this regard which can be accessed on the Company's weblink: https://shreeharichemicals.in/newspaperclipping.

11. SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialized form. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]

    Documents* for issuance of Duplicate Share Certificate:

Claim Value	Documents Required
Up to ₹10,000	• Undertaking on plain paper (no notarization required)
Above ₹10,000 and up to ₹10 lakh	• Affidavit-cum-Indemnity Bond executed on a non-judicial stamp paper of appropriate value
Above ₹10 lakh	• Affidavit-cum-Indemnity Bond executed on a non-judicial stamp paper of appropriate value • FIR/Police Complaint

**In addition to the aforesaid documents, please refer website of RTA at MUFG Intime India Private Limited for the requirement of other relevant documents*

12. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company or M/s. MUFG Intime India Private Limited., Registrar and Share Transfer Agent (R & T Agent). Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

14. During the 39th AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in the Notice of the AGM and the explanatory statement will be available for inspection by the members upto and during this AGM. Members seeking to inspect such documents can send their requests to the Company at info@shreeharichemicals.in.

15. Pursuant to the provisions of the Act, the dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment shall be credited to the Investor Education and Protection Fund setup by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund.
16. The Members/claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares by making an application to IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fee as decided by the Authority from time to time.
17. The Securities and Exchange Board of India (SEBI) has vide its Circulars dated November 3, 2021 and December 14, 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Accordingly, the Company shall be sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at www.shreeharichemicals.in and furnish the requisite details.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form.

    The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circulars are available on the website www.shreeharichemicals.in.

    In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.
19. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this Notice.

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

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The remote e-voting period begins on Monday, September 21, 2026 at 9.00 a.m. (IST) and ends on Wednesday, September 23, 2026 at 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. Thursday, September 17, 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 September 17, 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience **NSDL Mobile App is available on** 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 a 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 evoting 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.

<u>How to Log-in to NSDL e-Voting website?</u>

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.co.in 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.

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 M/s. Link Intime India Private Limited., Registrar and Share Transfer Agent (R & T Agent) at Company at info@shreeharichemicals.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 (Company email id). 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.co.in 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 AGM ARE AS UNDER:

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company

name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@shreeharichemicals.in. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at info@shreeharichemicals.in Thursday, September 17, 2026 (9.00 a.m. IST) to Monday, September 21, 2026 (5:00 p.m. IST). Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 39th AGM through VC/OAVM facility.
8. Members who need assistance before or during the AGM, can contact NSDL on toll free no. 1800 1020 990 and 1800 22 44 30 or contact Ms. Apeksha Gojamgunde on evoting@nsdl.co.in.

GUIDELINES FOR SHAREHOLDERS

I. 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@parikhassociates.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.

II. 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.

III. 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 to Ms. Apeksha Gojamgunde at evoting@nsdl.com

IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VI. The e-voting period commences on Monday, September 21, 2026 at 9.00 a.m. (IST) and ends on Wednesday, September 23, 2026 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 17, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VII. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 17, 2026. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

VIII. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolutions by remote e Voting, will be eligible to exercise their right to vote on such resolutions during the proceedings of the AGM.

IX. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again on such resolutions.

X. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

XI. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

XII. Smt. Shalini Bhat (FCS No.: 6484) or failing her Shri Mohammad P. (FCS No. 10619) of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e voting process and the voting at the meeting in a fair and transparent manner.

XIII. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting prior to the AGM and e-voting during the AGM and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.shreeharichemicals.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman and the same shall be communicated to the BSE Limited where the shares of the Company are listed.

By the Order of the Board

BANKESH CHANDRA AGRAWAL
Chairman & Managing Director
DIN: 00121080

Registered Office:
A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
CIN: L99999MH1987PLC044942
Tel: 022-49634834
E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in
Date: August 27, 2026

ANNEXURE TO NOTICE

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

Item No.4: Ratification of Cost Auditors' Remuneration

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. V.B. Modi & Associates, Cost Accountants (Firm Registration No. 004861) to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, approval of the Members is sought to ratify the remuneration payable to the Cost Auditors as contained in the Notice convening this meeting. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, in any way, in this Resolution.

Item No. 5: Appointment of Shri Amrut Urkude (DIN: 11902244) as an Independent Director of the Company

Pursuant to Section 161(1) of the Companies Act, 2013, Shri Amrut Urkude (DIN: 11902244) was appointed by the Board of Directors as an Additional Director with effect from August 25, 2026 upon recommendation of the Nomination & Remuneration Committee. In terms of Section 161(1) of the Companies Act, 2013 ("Act"), Shri Amrut Urkude would hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director.

The Company has received notice under Section 160 of the Act from a member signifying his intention to propose the candidature of Shri Amrut Urkude for the office of Director of the Company. Pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014, the Company has received from him the consent to act as Director in Form DIR-2 and intimation in Form DIR 8, to the effect that he is not disqualified under Section 164(2) of Act. He has also submitted a Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 25 2026, also considered and appointed Shri Amrut Urkude (DIN: 11902244) as an Independent Director of the Company for a term of 5 years with effect from August 25, 2026 to August 24, 2031 subject to approval of the shareholders at general meeting. Shri Amrut Urkude, aged 54 years is a Board-ready executive with 30+ years of leadership experience across enterprise strategy, corporate governance, business transformation, technology oversight, enterprise risk and organizational leadership in large manufacturing environments.

The Nomination and Remuneration Committee and Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with him:

Name of the Director: Shri Amrut Urkude

Area of skills/expertise/competence: Governance & Strategy, Digital & AI Governance and People & Organization

The Company has received a declaration from Shri Amrut Urkude confirming that he meets the criteria of independence under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations).

In the opinion of the Board, Shri Amrut Urkude, fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations, for his appointment as an Independent Director of the Company and he is Independent of the management.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday). His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

Shri Amrut Urkude is concerned or interested in the said resolution as it relates to his appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution at item No. 5 of the Notice.

The Board recommends Special Resolution for the approval by the members of the appointment of Shri Amrut Urkude as an Independent Director of the Company.

Item No. 6: Re-appointment of Mr. Shri Ram Gupta (DIN: 07028932) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 25, 2026, considered and recommended the re-appointment of Mr. Shri Ram Gupta (DIN: 07028932) as an Independent Director of the Company for a second term of 5 years from September 29, 2026 to September 28, 2031, as the current term of Mr. Shri Ram Gupta (DIN: 07028932), as the Independent Director will expire on September 28, 2026.

Pursuant to Regulation 17(1)(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), appointment of a person as non-executive director who has attained the age of 75 years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Mr. Shri Ram Gupta will attain the age of 75 years during the currency of his tenure. The Board recommends his re-appointment as Independent Director considering his qualification, experience and industry expertise, which is in the interest of the Company.

The Nomination and Remuneration Committee and Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with him:

Name of the Director: Mr. Shri Ram Gupta

Area of skills/expertise/competence: Accounts and Administration

The Company has received a declaration from Mr. Shri Ram Gupta confirming that he meets the criteria of independence under the Companies Act, 2013 (“Act”) and Listing Regulations. Further, the Company has also received from him the consent to act as a Director in terms of Section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also submitted a Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Shri Ram Gupta to be appointed as Director of the Company. In the opinion of the Board, Mr. Shri Ram Gupta fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations, for his re-appointment as an Independent Director of the Company and he is Independent of the management.

The terms and conditions of his re-appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday). His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

Mr. Shri Ram Gupta is concerned or interested in the said resolution as it relates to his own re-appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution at item No. 6 of the Notice.

The Board recommends Special Resolution for the approval by the members of the re-appointment of Mr. Shri Ram Gupta as an Independent Director of the Company.

Item No. 7: Re-appointment of Shri Bankesh Chandra Agrawal (DIN: 00121080) as Chairman & Managing Director of the Company and payment of remuneration to him

The present term of Shri Bankesh Chandra Agrawal as Managing Director of the Company will expire on November 10, 2026.

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company (the "Board") at its Meeting held on August 25, 2026 approved the re-appointment of Shri Bankesh Chandra Agrawal as Chairman & Managing Director of the Company for a period of three years with effect from November 11, 2026.

Pursuant to Section 196 of the Companies Act, 2013 (Act), appointment of a person who has attained the age of 70 years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Shri Bankesh Chandra Agrawal has attained the age of 75 years and considering his qualification, experience and industry expertise, his re-appointment as Chairman & Managing Director is in the interest of the Company.

The re-appointment of Shri Bankesh Chandra Agrawal and the remuneration payable to him on his re-appointment is subject to the approval of the Members of the Company. The terms of the remuneration are as follows:

a) Consolidated remuneration upto Rs. 11,00,000/- (Rupees Eleven Lakhs Only) per month upto a maximum of Rs. 20,00,000 (Rupees Twenty Lakh Only) per month including incentive and performance pay as may be decided by the Board from time to time.

b) Commission/Incentive/Performance-Pay: Commission/ Incentive/Performance-Pay as may be decided by the NRC/Board from time to time.

c) The Managing Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:

  i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.

  ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.

  iii. Earned privilege leave at the rate of one month's leave for every eleven months of service. He shall be entitled to encash leave at the end of his tenure as Chairman & Managing Director.

  iv. Provision for Car and Telephone at the residence of the Managing Director and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.

d) The Managing Director shall not be liable to retire by rotation.

Wherein any financial year during the currency of the tenure of Shri Bankesh Chandra Agrawal as Chairman & Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri Bankesh Chandra Agrawal the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

Shri Bankesh Chandra Agrawal has not been debarred or disqualified by SEBI or any other authority from acting as a director. His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., are separately annexed hereto.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

Further as per Regulation 17(1)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the payment of annual remuneration to Promoter Executive Director which exceeds Rs. 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity shall require the approval of shareholders by way of a Special Resolution.

Disclosure in relation to Industry Standards on "Minimum information for approval of a RPT" as required under SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 and other related circulars is annexed Annexure I and forms part of this Notice.

Shri Bankesh Chandra Agrawal is concerned or interested in the said resolution as it relates to his own re-appointment. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 7 of the Notice.

The Board recommends Special Resolution for the approval by the members of the re-appointment of Shri Bankesh Chandra Agrawal, Chairman & Managing Director and payment of remuneration to him.

Item No. 8: Re-appointment of Shri Sarthak Agarwal (DIN: 03613314) as Whole Time Director of the Company and payment of remuneration to him

The present term of Shri Sarthak Agarwal as Whole time Director of the Company will expire on November 10, 2026.

Based on recommendation of Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (the “Board”) at its Meeting held on August 25, 2026 approved the re-appointment of Shri Sarthak Agarwal as Whole Time Director of the Company for a period of three years with effect from November 11, 2026.

The re-appointment of Shri Sarthak Agarwal and the remuneration payable to him on his re-appointment is subject to the approval of the Members of the Company. The terms of the remuneration are as follows:

a. Consolidated remuneration upto Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month upto a maximum of Rs. 20,00,000 (Rupees Twenty Lakh Only) per month including incentive and performance pay as may be decided by the Board from time to time.

b. Commission/Incentive/Performance-Pay: Commission/ Incentive/Performance-Pay as may be decided by the NRC/Board from time to time.

c. The Whole Time Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:

   i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.

   ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.

   iii. Earned privilege leave at the rate of one month's leave for every eleven months of service. He shall be entitled to encash leave at the end of his tenure as Whole time Director. Provision for Car and Telephone at the residence of the Whole time Director and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.

d. The Whole Time Director shall be liable to retire by rotation.

Where in any financial year during the currency of the tenure of Shri Sarthak Agarwal as Whole Time Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri Sarthak Agarwal the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

Shri Sarthak Agarwal has not been debarred or disqualified by SEBI or any other authority from acting as a director. His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., are separately annexed hereto.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

Further as per Regulation 17(1)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the payment of annual remuneration to Promoter Executive Director which exceeds Rs. 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity shall require the approval of shareholders by way of a Special Resolution.

Disclosure in relation to Industry Standards on “Minimum information for approval of a RPT” as required under SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 and other related circulars is annexed Annexure I and forms part of this Notice.

Shri Sarthak Agarwal is concerned or interested in the said resolution as it relates to his own re-appointment. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 8 of the Notice.

The Board recommends Special Resolution for the approval by the members of the re-appointment of Shri Sarthak Agarwal, Whole Time Director and payment of remuneration to him.

Item No. 9: Re-appointment of Shri Nihit Agarwal (DIN: 07586882) as Whole Time Director of the Company and payment of remuneration to him

The present term of Shri Nihit Agarwal as Whole time Director of the Company will expire on November 10, 2026.

Based on recommendation of Nomination and Remuneration Committee ("NRC") the Board of Directors of the Company (the "Board") at its Meeting held on August 25, 2026 approved the re-appointment of Shri Nihit Agarwal as Whole Time Director of the Company for a period of three years with effect from November 11, 2026.

The re-appointment of Shri Nihit Agarwal and the remuneration payable to him on his re-appointment is subject to the approval of the Members of the Company. The terms of the remuneration are as follows:

a. Consolidated remuneration upto Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month

b. Commission/Incentive/Performance-Pay: Commission/ Incentive/Performance-Pay as may be decided by the NRC/Board from time to time.

c. The Whole Time Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:

    i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.

    ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.

    iii. Earned privilege leave at the rate of one month's leave for every eleven months of service. He shall be entitled to encash leave at the end of his tenure as Whole time Director.

    iv. Provision for Car and Telephone at the residence of the Whole time Director and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.

d. The Whole Time Director shall be liable to retire by rotation.

Where in any financial year during the currency of the tenure of Shri Nihit Agarwal as Whole Time Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri Nihit Agarwal the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

Shri Nihit Agarwal has not been debarred or disqualified by SEBI or any other authority from acting as a director. His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., are separately annexed hereto.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

Further as per Regulation 17(1)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the payment of annual remuneration to Promoter Executive Director which exceeds Rs. 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity shall require the approval of shareholders by way of a Special Resolution.

Disclosure in relation to Industry Standards on "Minimum information for approval of a RPT" as required under SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 and other related circulars is annexed Annexure I and forms part of this Notice.

Shri Nihit Agarwal is concerned or interested in the said resolution as it relates to his own re-appointment. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 9 of the Notice.

The Board recommends Special Resolution for the approval by the members of the re-appointment of Shri Nihit Agarwal, Whole Time Director and payment of remuneration to him.

Item No. 10: Revision in the remuneration of Shri Sanjay Kedia (DIN- 08556924), Whole Time Director & CFO of the Company

The Board of Directors of the Company (the "Board") at its Meeting held on August 25, 2026 on the recommendations of the Nomination and Remuneration Committee ('NRC') approved the revision in the remuneration of Shri Sanjay Kedia as Whole time Director & Chief Financial Officer (CFO) of the Company with effect from October 01, 2026 till the remaining tenure of his appointment i.e till November 8, 2028.

The remuneration payable to Shri Sanjay Kedia is also subject to the approval of the Members of the Company. The terms of the remuneration are as follows:

a) Consolidated remuneration upto Rs. 5,00,000 /- (Rupees Five Lakhs) per month.

b) Commission: Commission on net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as may be fixed by the NRC/Board subject to the ceiling limits laid down in Sections 197 of the Companies Act, 2013.

c) The Whole time Director & CFO shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:

   i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.

   ii. Gratuity payable at the rate not exceeding half a month's Salary for each completed year of service.

   iii. Earned privilege leave at the rate of one month's leave for every eleven months of service. He shall be entitled to encash leave at the end of his tenure as Whole time Director.

   iv. Provision for Car and Telephone at the residence of the Whole time Director & CFO and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.

d) The Whole time Director shall be liable to retire by rotation.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., are separately annexed hereto.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

Shri Sanjay Kedia is concerned or interested in the said resolution as it relates to his own remuneration. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 10 of the Notice.

The Board recommends Special Resolution for the approval for the revision in remuneration of Shri Sanjay Kedia, Whole Time Director & CFO of the Company.

Item No. 11: Material Related Party Transactions

Background, details and benefits of the transaction

The Company is manufacturer of Dye intermediates (H-Acid), which is mainly used for manufacturing of dyes and such dyes are further used in dyeing process of fibers such as cotton, silk, wool, nylon and acrylic. Shubhalakshmi Polyesters Limited ("SPL") and Shubhlaxmi Dyetex Private Limited ("SDPL") carries out businesses of manufacturing of textiles, yarn and other aligned verticals and are related parties under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

It is envisaged that there can be various transactions including purchase and sale of goods, availing of services and other business transactions which would ensure revenue and cost synergies. These transactions will not only help smoothen business operations for all the companies, but also ensure consistent flow of desired quality and quantity of material without interruptions and also lead to stronger market position and other financial benefits.

As per the provisions of section 177 and Section 188 of the Companies Act, 2013('Act') read with rules made thereunder and Regulation 23 read with Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), transactions with related parties require prior approval of Audit committee.

Further, in terms of Section 188 of the Act and Regulation 23 of the Listing Regulations read with Schedule XII, as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the company, and shall require prior approval of shareholders by means of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Management has provided the Audit Committee with the details of the proposed transactions including material terms. The Audit Committee, after reviewing all necessary information, has granted approval for entering into transactions/ contracts/ arrangement/s with SPL & SDPL. The Committee has also noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Further, SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025, read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Circulars'), require the listed entity to place before the Audit Committee the minimum information, in the specified format, in respect of the proposed Related Party Transactions while seeking approval. Accordingly, the requisite details were tabled at the audit committee meeting dated January 31, 2026.

Disclosure and other obligations of listed entities in relation to Related Party Transactions ("RPT") as required under SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as follows:

1.	A summary of the information provided by the management of the listed entity to the audit committee	
a.	Type, material terms and particulars of the proposed transaction	Transactions for Purchase and sale of goods, rendering and receipt of services and other business transactions at arm's length and ordinary course of business.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	SPL and SDPL is a part of promoter/promoter group as per Regulation 2(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and hence related parties of the Company **I. SPL** SPL is one of the promoter of the Company. Also, Shri Bankesh Chandra Agrawal, Chairman & Managing Director together with relatives holds 5.38% of the Shareholding of SPL and Shri Vikas Agarwal, Director of the Company is a Whole- Time Director & CFO of SPL and together with relatives holds 3.80% of the Shareholding of SPL. Further, Shri Sarthak Agarwal, Whole Time Director of the Company is a Director in SPL, together with relatives holds 2.20%. **ii. SDPL** Shri Bankesh Chandra Agrawal, Chairman & Managing Director of the Company is a Director in SDPL and together with relatives holds 33.89% of the Shareholding of SDPL. Shri Vikas Agarwal, Director of the Company together with relatives holds 21.85% of the Shareholding of SDPL.
c.	Tenure of the proposed transaction (particular tenure shall be specified);	The shareholders' approval will be valid for the period commencing from the date of the Thirty-Ninth Annual General Meeting i.e., 24th September, 2026 upto the date of the Fortieth Annual General Meeting of the Company to be held in the year 2027.

d.	Value of Transaction	Name of the related party(s) — Aggregate Value of Transactions Shubhalakshmi Polyesters Limited — Rs. 50 Crore Shubhlaxmi Dyetex Private Limited — Rs. 50 Crore
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	Name of the related party(s) — % of the Turonver Shubhalakshmi Polyesters Limited — 27.10% Shubhlaxmi Dyetex Private Limited — 27.10%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i. details of the source of funds in connection with the proposed transaction ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
g.	Justification as to why the RPT is in the interest of the listed entity	Please refer to the 'Background details and benefits of the transactions' above.
h.	A copy of the valuation or other external party report, if any such report has been relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N.A. Since, Valuation Report is not applicable, providing web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT is also not applicable.

i.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Disclosure in relation to Industry Standards on "Minimum information for approval of a RPT as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025:

A (1)

Basic details of the related party

S. No.	**Particulars of the information**	**Information provided by the management**	**Information provided by the management**
1.	Name of the related party	Shubhalakshmi Polyesters Limited	Shubhlaxmi Dyetex Pvt Ltd
2.	Country of incorporation of the related party	India	India
3.	Nature of business of the related party	manufacturing of textiles, yarn and other aligned verticals	manufacturing of textiles, yarn and other aligned verticals

A (2)
Relationship and ownership of the related party

S. 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) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • 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). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	SPL and SDPL is a part of promoter/promoter group as per Regulation 2(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and hence related parties of the Company. **1. SPL** SPL is one of the promoter of the Company. Also, Shri Bankesh Chandra Agrawal, Chairman & Managing Director together with relatives holds 5.38% of the Shareholding of SPL and Shri Vikas Agarwal, Director of the Company is a Whole-Time Director & CFO of SPL and together with relatives holds 3.80% of the Shareholding of SPL. Further, Shri Sarthak Agarwal, Whole Time Director of the Company is a Director in SPL, together with relatives holds 2.20%. **2. SDPL** Shri Bankesh Chandra Agrawal, Chairman & Managing Director of the Company is a Director in SDPL and together with relatives holds 33.89% of the Shareholding of SDPL. Shri Vikas Agarwal, Director of the Company together with relatives holds 21.85% of the Shareholding of SDPL.

A (3)
Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>1. Shubhalakshmi Polyesters Limited
<table>
<tr><td>S.No.</td><td>Nature of Transactions</td><td>FY 2025-2026(INR)</td></tr>
<tr><td>1.</td><td>Purchase of goods</td><td>Rs. 8,13,73,582 (net-off taxes)</td></tr>
</table>
2. Shubhlaxmi Dyetex Pvt Ltd
<table>
<tr><td>S.No.</td><td>Nature of Transactions</td><td>FY 2025-2026(INR)</td></tr>
<tr><td colspan="3">NIL</td></tr>
</table>
There was no transactions undertaken by the subsidiaries with the related party.</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>1. Shubhalakshmi Polyesters Limited- NIL
2. Shubhlaxmi Dyetex Pvt Ltd – NIL
There was no transactions undertaken by the subsidiaries with the related party.</td></tr>
<tr><td>3.</td><td>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.</td><td>NA</td></tr>
</table>

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

S. 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	Shubhalakshmi Polyesters Limited -Rs. 50 Crore Shubhlaxmi Dyetex Pvt Ltd - Rs. 50 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	27.10%

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Shubhalakshmi Polyesters Limited – 11.57% Shubhlaxmi Dyetex Pvt Ltd - 100%
6.	Financial performance of the related party for the immediately preceding financial year:	**Shubhalakshmi Polyesters Limited –** Particulars: FY 2025-2026 (INR) * Turnover: Rs. 432.16 crore Profit After Tax: Rs. (7.87) crore Net worth: Rs. 620.71 crore **Shubhlaxmi Dyetex Pvt Ltd -** Particulars: FY 2025-2026 (INR)* Turnover: NIL Profit After Tax: 87,323 Net worth: 11,63,40,22,677 *unaudited financial statements for the year ended 31.03.2026

A (5)
Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Transactions for Purchase and sale of goods, rendering and receipt of services and other business transactions
2.	Details of each type of the proposed transaction	Transactions for Purchase and sale of goods, rendering and receipt of services and other business transactions
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The shareholders' approval will be valid for the period commencing from the date of the Thirty-Ninth Annual General Meeting i.e., 24th September, 2026 upto the date of the Fortieth Annual General Meeting of the Company to be held in the year 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.	**Name of the related party(s)** / **Aggregate Value of Transactions** Shubhalakshmi Polyesters Limited: Rs. 50 Crore Shubhlaxmi Dyetex Pvt Ltd: Rs. 50 Crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Please refer to the 'Background details and benefits of the transactions' above.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	As mentioned in table A(1)
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	None

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

S. 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.	Not Applicable
2.	Basis of determination of price	Price prevailing in the market. The transactions are to be carried out at arm's length basis.
3.	In case of Trade advance (of upto 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-	Rs. 5.00 crore
	b. Tenure	180 days
	c. Whether same is self-liquidating?-	Yes

Point no. B(2) to B(7) and C(1) to C(6) to of table forming part of Clause 4 of the Industry Standards on "Minimum information for approval of a RPT" is not applicable

The certificate received from the Managing Director / Chief Executive Officer and Executive Director / Chief Financial Officer of the Company was placed before the Audit committee and the Board of Directors, confirming that the terms of proposed transactions to be entered into are in the interest of the Company.

The Members may note that in terms of the provisions of the SEBI 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. 11.

Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Sarthak Agarwal and Shri Nihit Agarwal, Whole Time Directors and Shri Vikas Agarwal, Director of the Company being related are interested in the said resolution. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No.11 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out at Item No. 11 for the approval of Members.

Item No. 12: To increase borrowing limits of the Company in terms of Section 180(1)(C) of the Companies Act, 2013

Pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors cannot, except with the consent of the Members by way of a Special Resolution, borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (other than temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the present and future business requirements of the Company, including capital expenditure, expansion plans, working capital requirements, refinancing of existing debt and other general corporate purposes, the Company may need additional financial assistance from banks, financial institutions and other lenders from time to time.

Accordingly, approval of the Members is sought under Section 180(1) (c) of the Companies Act, 2013 to authorize the Board to borrow monies up to an aggregate outstanding limit of Rs. 200 Crores (Rupees Two Hundred Crores only).

The proposed limit provides adequate flexibility to the Company to raise resources efficiently and meet its funding requirements as and when required.

The Board recommends the Special Resolution set out at Item No. 12 for the approval of Members.

None of the Directors and/or the relatives of the Company are interested in the said resolution.

Item No. 13: To create charges on the movable and immovable properties of the Company, both present and future in respect of borrowing of the Company in terms of Section 180(1)(a) of the Companies Act, 2013

The Company may, from time to time, require financial assistance from banks, financial institutions and other lenders to meet its business requirements, including capital expenditure, working capital requirements, expansion plans, refinancing of existing indebtedness and other general corporate purposes.

Such borrowings are generally required to be secured by way of mortgage, charge, hypothecation, pledge or other encumbrance over the movable and/or immovable properties and assets of the Company. Pursuant to Section 180(1) (a) of the Companies Act, 2013, the Board of Directors may create security over the whole or substantially the whole of the undertaking of the Company only with the consent of the Members by way of a Special Resolution.

Accordingly, approval of the Members is sought to authorize the Board of Directors to create such mortgages, charges, hypothecations, pledges and/or other encumbrances over the assets and undertakings of the Company as may be required by the lenders for securing the financial facilities availed or to be availed by the Company from time to time up to an aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores only).

The Board recommends the Special Resolution set out at Item No. 13 for the approval of Members.

None of the Directors and/or the relatives of the Company are interested in the said resolution.

Item No. 14: Loans/ guarantees, providing of securities and making of investments in securities in terms of Section 186 of the Companies Act, 2013

For the efficient management of surplus funds and to enhance financial returns, the Company may need to invest in various financial instruments, including fixed deposits, shares, debentures, mutual funds, and government securities, etc. Section 186 of the Companies Act, 2013, governs such investments and requires approvals from members for making investments beyond prescribed limits.

Accordingly, the approval of the members of the Company by way of Special Resolution is being proposed under Section 186 and other applicable provisions of the Companies Act, 2013 upto an aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores only).

The Board recommends the Special Resolution set out at Item No. 14 for the approval of Members.

None of the Directors and/or the relatives of the Company are interested in the said resolution.

Item No.15: Alteration of Object Clause of the Memorandum of Association of the Company

In order to pursue the new business and activities in addition to the existing object, the Board of Directors of the Company considers it necessary to broaden the scope of the Objects Clause in the Memorandum of Association ("MOA") of the Company. Accordingly, Clause III of the Memorandum of Association of the Company be altered to achieve the purpose. As the alteration of the Objects clause in the Memorandum of Association requires the approval of the members in a general meeting by way of Special Resolution as required under the Companies Act, 2013 is placed before the members for their consideration and passing the same.

A copy of the Memorandum of Association with the proposed amendments incorporated therein is available for inspection at the Registered Office of the Company during office working hours.

The Board recommends the resolution as set out at Item No. 15 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the aforesaid Resolution set out at Item No.15 of the Notice.

Item No. 16: Issue of Convertible Warrants on Preferential Issue Basis

With a view to accelerating the growth of its core business, the Company proposes to undertake various growth initiatives, including the expansion in existing and new units, for the manufacture of dyes, dye intermediates and other organic and inorganic chemicals. These initiatives are expected to strengthen the Company's production capabilities, expand and diversify its product portfolio, enhance operational efficiencies and enable the Company to cater to the growing demand for its products.

As part of its growth strategy, the Company also proposes to make further investment in its wholly owned subsidiary, Shakambhari Dyechem Private Limited, to support its capital expenditure requirements, including the funding of working capital needs associated with its proposed expansion.

The Company further intends to accelerate its capital expenditure programme and expand its operations, which will require additional infusion of funds into the business. The proposed funds will be utilised towards capital expenditure, meeting the Company's increasing working capital requirements, repayment of existing debt, day-to-day operational requirements and other general corporate purposes. These initiatives are aimed at strengthening the Company's financial position, supporting sustainable business growth and enhancing its overall operational capabilities.

Accordingly, the Company intends to undertake capital raising by way of issuance of securities in accordance with applicable laws.

In view of the above, the Board of Directors at its meeting held on August 25, 2026 approved an issue upto 22,85,000 (Twenty Two lakhs Eighty Five Thousand) Convertible Warrants of Rs.176.10/- each at par, on a preferential basis, convertible into 22,85,000 of Equity Shares of face value of Rs. 10/- each at a premium of Rs. 166.10/- per share of the Company to the following promoters (together referred to as Warrant holders /Allottees) , subject to the approval of shareholders.

Sr. No	Name of the Allottees	No. of Convertible Warrants proposed to be issued
1.	Shri Nihit Agarwal	6,85,500
2.	Smt. Priyamvada Agarwal	6,85,500
3.	Smt. Avanticka Agarwal	4,57,000
4.	Smt. Smradhi Agarwal	4,57,000

The terms and conditions of the preferential issue of Convertible Warrants shall be as under:

- The Convertible Warrants shall carry a zero coupon rate and shall be unsecured.
- Convertible Warrants Holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to convert the Convertible Warrants in one or more tranches within a period of eighteen months from the date of the allotment of the Convertible Warrants. The total allotment of equity shares upon conversion of the convertible warrants in the present preferential issue, in any financial year would be less than 5% of the post issue fully diluted share capital of the issuer in compliance with the ICDR Regulations and Takeover Regulations.
- the minimum amount equivalent to 25% (twenty five percent) of the Issue Price of the Convertible Warrants shall be paid at the time of subscription and allotment of each Convertible Warrant and the balance payment equivalent to 75% (seventy five percent) of the Issue Price of the Convertible Warrants on or before the exercise of the right attached to the Convertible Warrants, to convert the Convertible Warrants and subscribe to equity shares of the Company within a period of 18 (Eighteen) months from allotment of Convertible Warrants.
- The Warrants may be converted into equity shares, upon receipt of a written notice to the Company specifying the number of Convertible Warrants proposed to be converted and the balance payment equivalent to 75% (seventy five percent) of the Issue Price of the Convertible Warrants. The Company shall accordingly, issue and allot the equal number of Equity Shares of Rs. 10/- each at a premium of Rs. 166.10/- each to the Convertible Warrants holders.
- The conversion of Convertible Warrants shall be undertaken in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- That the Convertible Warrants by themselves until converted and Equity Shares against the same are allotted do not give any rights to the Convertible Warrants holders with respect to that of a shareholder of the Company.
- The Equity Shares to be so allotted on conversion of the Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- The Company shall procure that the listing and trading approvals for Equity Shares to be issued to the Convertible Warrants holders upon conversion of Convertible Warrants are received from the BSE Limited in accordance with the ICDR Regulations and the SEBI LODR Regulations.
- In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued upon conversion of Convertible Warrants in terms hereof shall be August 25, 2026, being the date 30 days prior to this Annual General Meeting.
- The Convertible Warrants and the Equity Shares issued pursuant to the conversion of the Convertible Warrants shall be locked-in as prescribed under ICDR Regulations.
- The equity Shares to be allotted on exercise of the Convertible Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- In the event the Convertible Warrant holder does not exercise the Conversion option within 18 months from the date of allotment, the Convertible Warrants shall lapse and the amount paid to the Company at the time of subscription of the Convertible Warrants shall stand forfeited.
- The Equity Shares arising from the exercise of the Convertible Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

The relevant disclosures as required in terms of the provisions of the Act and ICDR Regulations as amended from time to time are as under:

(a) The Object(s) of the issue through preferential offer and details of utilization of proceeds:

The Company intends to utilize the proceeds of the proposed preferential issue towards the following objects:

Sr. No.	Objects	Estimated amount to be utilized for each of the Objects (Rs. in Crores)	Percentage of the Proceeds being utilized	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Expansion/set-up in existing and new unit for Dye & Dye Intermediates and/or other organic and in-organic chemicals	10.24	25.45	March 2031
2.	Investment in the wholly-owned subsidiary, Shakambhari Dyechem Private Limited for funding its capital expenditure requirements including working capital for proposed expansion and allied activities	10.00	24.85	March 2031
3.	Working capital requirement of the Company and re-payment of debts and to meet day to day requirements of the funds for the operations of the Company	10.00	24.85	March 2031
4.	General Corporate Purpose, which includes, without limitation, strategic initiatives, funding growth opportunities, strengthening marketing capabilities and brand building exercises, meeting ongoing general corporate contingencies, fund raising expense and other expenses incurred in ordinary course of business	10.00	24.85	March 2031

The Company may have to revise the funding requirements and deployment on account of a variety of factors such as financial and market conditions, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of the management.

In addition to the above, the Company may utilise the net proceeds towards other purposes considered expedient and as approved periodically by the Board of Directors ("Board"). The Board shall have flexibility in utilising surplus amounts, if any. The Board will have the discretion to revise the business plan from time to time and consequently the funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds.

In the event that the estimated utilization of the net proceeds in a scheduled financial year is not completely met, due to the reasons stated above, the same shall be utilised in the next financial year, as may be determined by the Company, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the objects is lower than the proposed deployment such balance will be used towards other general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the net proceeds in accordance with the SEBI ICDR Regulations.

Interim Use of Proceeds

The Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, the Company intends to deposit the Gross Proceeds only with commercial banks.

(b) Total no. of Securities to be Issued and Price of Issue:

It is proposed to create, offer, issue and allot upto 22,85,000 (Twenty Two lakhs Eighty Five Thousand) Convertible Warrants of Rs. 176.10/- each at par, aggregating to 40,23,88,500/- on a preferential basis to the following promoters, convertible into 22,85,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 166.10/- per share:

Sr. No	Name of the Allottees	No. of Convertible Warrants proposed to be issued
1.	Shri Nihit Agarwal	6,85,500
2.	Smt. Priyamvada Agarwal	6,85,500
3.	Smt. Avanticka Agarwal	4,57,000
4.	Smt. Smradhi Agarwal	4,57,000

(c) Basis of Pricing of the issue:

The ICDR Regulations provides that the issue of Convertible Warrants on a preferential basis can be made at a price not less than the higher of the following:

a. The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b. The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The pricing of the Convertible Warrants to be allotted to each Convertible Warrants holders is Rs. 176.10/- per Convertible Warrants, which is not lower than the price determined in accordance with the Chapter VII of the ICDR Regulations.

(d) Relevant Date:

The "Relevant Date" for determining the minimum price for the preferential issue of Convertible Warrants shall be August 25, 2026, being the date 30 days prior to this Annual General Meeting.

(e) The Class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the following promoters:

Sr. No	Name of the Allottees	Class/ Category
1.	Shri Nihit Agarwal	Promoter
2.	Smt. Priyamvada Agarwal	
3.	Smt. Avanticka Agarwal	
4.	Smt. Smradhi Agarwal	

(f) The Proposal or Intention of the Promoters/ Directors/ Key Managerial Personnel of the Company to subscribe to the preferential offer:

Shri Nihit Agarwal (Director& Promoter), Smt. Priyamvada Agarwal (Promoter), Smt. Avanticka Agarwal (Promoter) and Smt. Smradhi Agarwal (Promoter) have consented to subscribe to the preferential allotment. None of the other Promoters/ Directors/ Key Managerial Personnel of the Company intents to subscribe to the preferential allotment.

(g) The time within which the preferential issue shall be completed:

As required under the ICDR Regulations, the preferential issue of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the Shareholders. Provided that where the allotment is pending on account of any approval from any Regulatory Authority/ Body the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

(h) Shareholding Pattern before and after the preferential Issue of Convertible Warrants:

The shareholding pattern before and after the preferential issue of Convertible Warrants would be as under:

Sr. No.	Category	Pre-issue shareholding as on August 21, 2026		Post-issue shareholding after Conversion of Convertible Warrants *	
		No. of shares held	% of shares	No. of shares held	% of shares
A.	**Promoters' holding**				
1.	Indian				
	Individual	18,73,857	29.68	41,58,857	48.37
	Bodies corporate	21,82,280	34.57	21,82,280	25.38
	Sub-total	40,56,137	64.25	63,41,137	73.75
2.	Foreign promoters	0	0	0	0
	Sub-total (A)	**40,56,137**	**64.25**	**63,41,137**	**73.75**
B.	**Non-promoters' holding**				
1.	Institutional investors	0	0	0	0
2.	Non-institution	0	0	0	0
3.	Private corporate bodies	63,205	1.00	63,205	0.74
4.	Directors and relatives	0	0	0	0
5.	Indian public	16,23,114	25.71	16,23,114	18.88
6.	others (including HUF and NRIs)	5,70,424	9.04	5,70,424	6.63
	Sub-total (B)	**22,56,743**	**35.75**	**22,56,743**	**26.25**
	GRAND TOTAL	**63,12,880**	**100.00**	**85,97,880**	**100.00**

*Note: The table shows the expected shareholding pattern of the Company upon assumption on that entire Convertible Warrants issued will be converted into Equity shares of the Company over a period of eighteen months and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.

(I) Identity of the natural persons who are the ultimate beneficial owners of the shares/ Convertible Warrants proposed to be allotted and/ or who ultimately control the proposed allottees: Not Applicable

The percentage of post preferential issue capital that may be held by allottee(s) and Change in control, if any, consequent to preferential issue:

Sr. No.	Name of the proposed allottee	Pre-issue shareholding		No. of Convertible warrants to be issued	Shareholding post conversion of Convertible warrants	
		No. of Equity shares held	%		No. of Equity shares held	%
1.	Shri Nihit Agarwal	3,000	0.05	6,85,500	6,88,500	8.01
2.	Smt. Priyamvada Agarwal	13,784	0.22	6,85,500	6,99,284	8.13
3.	Smt. Avanticka Agarwal	4,107	0.07	4,57,000	4,61,107	5.36
4.	Smt. Smradhi Agarwal	37,000	0.59	4,57,000	4,94,000	5.75

The proposed preferential allotment will not result in any change in management control of the Company.

(j) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2026-27, the Company upon conversion of equal number of Zero Coupon Compulsorily Convertible Debentures of Rs. 79/- each on preferential basis has allotted 7,74,946 (Seven Lakh Seventy-Four Thousand Nine Hundred and Forty-Six) Equity Shares of Rs. 10/- per share at a premium of Rs.69/- per share to Shubhalakshmi Polyesters Limited, promoter.

(k) Lock-in Period:

The Convertible Warrants and Equity Shares to be allotted on conversion/ exercise thereof shall be subject to lock-in as per the ICDR Regulations.

The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per the SEBI ICDR Regulations.

(l) Undertakings:

In terms of the ICDR Regulations, the Company hereby undertakes that:

(i) It shall re-compute the price of the Convertible Warrants or Equity Shares to be issued on conversion of Convertible Warrants in terms of the ICDR Regulations, where it is required to do so.

(ii) if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Convertible Warrants / Equity Shares shall continue to be locked-in till the time such amount is paid by each Convertible Warrants holders.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

(m) It is hereby confirmed that neither the Company nor any of its Promoters or Directors are willful defaulter.

(n) Practicing Company Secretary's Certificate:

The certificate of M/s. Parikh & Associates., Practising Company Secretaries certifying that the issue is being made in accordance with the requirements of ICDR Regulations.g. The certificate is also made available on the website of the Company at https://www.shreeharichemicals.in/Other_Info.aspx

(o) The current and proposed status of the allottee post the preferential issue namely, promoter or non promoter:

The proposed allottees are Promoters of the Company and there will be no change in its status post the preferential issue.

(p) Valuation Certificate

The Certificate obtained from Mr. Vivek G Gaggar FCA, Registered Valuer with IBBI Registration No.: IBBI/RV/06/2022/14829 shall be kept open for inspection by the Members. The certificate is also made available on the website of the Company at https://www.shreeharichemicals.in/Other_Info.aspx

(q) Monitoring of Utilization of Funds

Since the issue size for the issue of Convertible Warrants does not exceed Rs. 100 Crore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

In terms of Sections 23(1)(b), 42 and 62 of the Companies Act, 2013, the Resolution is in the interest of the Company and its Members and the Board has accordingly recommended the same for approval of the Shareholders by means of a Special Resolution at item no. 16 of this Notice.

Shri Bankesh Chandra Agrawal, Shri Sarthak Agarwal, Shri Nihit Agarwal and Shri Vikas Agarwal and their respective relatives are interested to the extent of their directorship and shareholding. None of the other Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise, in the above resolution.

By the Order of the Board

BANKESH CHANDRA AGRAWAL
Chairman & Managing Director
DIN: 00121080

Registered Office:
A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
CIN: L99999MH1987PLC044942
Tel: 022-49634834

E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in

Date: August 27, 2026

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

(1)	Nature of Industry	Chemical Industry		
(2)	Date or expected date of commencement of commercial production	The Company has been in business Since 1989		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
				(Rs. In Lakhs)
(4)	Financial Performance	2023-24	2024-25	2025-26
	Turnover	13832.65	14119.58	18450.48
	Net profit / (Loss) before Tax	321.67	695.50	529.59
	Net profit/ (Loss) after tax	229.46	512.40	422.22
	Amount of Dividend paid	-	-	-
	Rate of Dividend declared	-	-	-
	Earnings before interest, depreciation & taxes	816.1	1147.66	980.64
	% of EBIDTA to turnover	5.89	8.13	5.31
	Export performance and net foreign exchange collaborations	-	-	-
(5)	Foreign investments or collaborators, if any.	NIL		

II. INFORMATION ABOUT THE APPOINTEE

	SHRI BANKESH CHANDRA AGRAWAL	SHRI SARTHAK AGARWAL	SHRI NIHIT AGARWAL	SHRI SANJAY KEDIA
1) Background details	**Designation:** Chairman & Managing Director **Father's name:** Late Shri Babulal Agarwal **Nationality:** Indian **Date of Birth:** 29-10-1951 **Qualifications:** B.Com, and Management Accountant. **Experience:** Over 49 years of experience in Yarn & Chemical Industry.	**Designation:** Whole Time Director **Father's name:** Shri Bankesh Chandra Agrawal **Nationality:** Indian **Date of Birth:** 11-12-1991 **Qualifications:** B.Com, MBA **Experience:** Over 13 years of experience in Textile & Chemical Industry.	**Designation:** Whole Time Director **Father's name:** Shri Ajay Agarwal **Nationality:** Indian **Date of Birth:** 21-08-1993 **Qualifications:** B. Tech **Experience:** Over 10 years of experience in Textile and Chemical Industry.	**Designation:** Whole Time Director & CFO **Father's name:** Shri Kashiprasad Kedia **Nationality:** Indian **Date of Birth:** 10-10-1975 **Qualifications:** B.Com, Chartered Accountant **Experience:** Over 26 years of experience in Financial Administration in Chemical Industry.

(2) Past remuneration	Rs. 121.2 Lakhs for the financial year 2025-26	Rs. 108.00 Lakhs for the financial year 2025-26	Rs. 98.40 Lakhs for the financial year 2025-26	Rs. 42.62 Lakhs for the financial year 2025-26
(3) Recognition or awards	None	None	None	None
(4) Job profile and his suitability	The Chairman & Managing Director shall be responsible for day to day over all affairs of the Company.	The Whole-Time Director shall be responsible for Management of Marketing activities.	The Whole-Time Director shall be responsible for Management of Plants and R & D activities.	The Whole-Time Director shall be responsible for Management of Finance activities.
	Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.	Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.	Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.	Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
(5) Remuneration proposed	As mentioned in the explanatory statement for Item no. 7 annexed to this Notice.	As mentioned in the explanatory statement for Item no. 8 annexed to this Notice	As mentioned in the explanatory statement for Item no. 9 annexed to this Notice.	As mentioned in the explanatory statement for Item no. 10 annexed to this Notice.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin)	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	The Chairman & Managing Director has no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to him as Chairman & Managing Director of the Company. There is no relationship between Directors inter-se and the KMPs except Shri Bankesh Chandra Agrawal, Chairman & Managing Director,	The Whole time Director has no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to him as Whole time Director of the Company. There is no relationship between Directors inter-se and the KMPs except Shri Sarthak Agarwal, Whole Time Director, Shri Bankesh Chandra Agrawal, Chairman & Managing Director,	The Whole time Director has no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to him as Whole time Director of the Company. There is no relationship between Directors inter-se and the KMPs except Shri Nihit Agarwal, Whole Time Director, Shri Bankesh Chandra Agrawal, Chairman & Managing Director,	The Whole time Director has no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to him as Whole Time Director of the Company. There is no relationship between Directors inter-se and the KMPs.

	Shri Sarthak Agarwal, Whole Time Director, Shri Nihit Agarwal, Whole Time Director and Shri Vikas Agarwal, Non-executive Director are related.	Shri Nihit Agarwal, Whole Time Director and Shri Vikas Agarwal, Non-executive Director are related	Shri Sarthak Agarwal, Whole Time Director and Shri Vikas Agarwal, Non-executive Director are related.	

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profits	The profit largely depends on business environment in the domestic and global markets which affects the profitability of the Company.
(2) Steps taken or proposed to be taken for improvement	The Company is taking several initiatives in all spheres of its operations and building a formidable branding position by continually increasing its distribution network in domestic as well as global market.
(3) Expected increase in productivity and profits in measurable terms.	With the curtailment in expenses, increase in the turnover and expected improvement in the global market conditions, the Company expects to make profit of approximately Rs. 10 Crores.

Services of the Managing Director and Whole time Directors may be terminated by either party, giving the other party three months' notice or the Company paying three months' salary in lieu thereof. There is no separate provision for payment of severance fees.

IV. DISCLOSURES

Details such as remuneration, service contract, notice period, etc. of the Directors have been disclosed in the Corporate Governance Report. The Company has not granted any stock options to its directors.

By the Order of the Board

BANKESH CHANDRA AGRAWAL
Chairman & Managing Director
DIN: 00121080

Registered Office:
A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
CIN: L99999MH1987PLC044942
Tel: 022-49634834

E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in

Date: August 27, 2026

ANNEXURE-I

Disclosure in relation to Industry Standards on "Minimum information for approval of a RPT as required under circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025, are as follows:

A (1)

Basic details of the related party

S. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
1.	Name of the related party	Shri Bankesh Chandra Agrawal	Shri Sarthak Agarwal	Shri Nihit Agarwal
2.	Country of incorporation of the related party	India	India	India
3.	Nature of business of the related party	Business	Business	Business

A (2)

Relationship and ownership of the related party

S. 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) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • 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). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Shri Bankesh Chandra Agrawal is Chairman & Managing Director and one of the promoter of the Company, holding 61,200 equity shares. Shri Sarthak Agarwal, Whole Time Director and one of the promoter of the Company, holding 3000 equity shares. Shri Nihit Agarwal, Whole Time Director and one of the promoter of the Company, holding 3000 equity shares.

A (3)

Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management			
		Nature of Transactions	**Shri Bankesh Chandra Agrawal**	**Shri Sarthak Agarwal**	**Shri Nihit Agarwal**
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Remuneration	Rs. 121.2 Lakhs	Rs. 108.00 Lakhs	Rs. 98.40 Lakhs

<table>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td><table><tr><th>Nature of Transactions</th><th>Shri Bankesh Chandra Agrawal</th><th>Shri Sarthak Agarwal</th><th>Shri Nihit Agarwal</th></tr><tr><td>Remuneration</td><td>Rs. 30.3 Lakhs</td><td>Rs. 27.00 Lakhs</td><td>Rs. 24.6 Lakhs</td></tr></table></td></tr>
<tr><td>3.</td><td>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.</td><td>NA</td></tr>
</table>

A (4)

Amount of the proposed transaction(s)

S. 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	As mentioned in the explanatory statement for item no 7, 8 and 9.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	1.30%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable
6.	Financial performance of the related party for the immediately preceding financial year:	Not Applicable

A (5)

Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Remuneration
2.	Details of each type of the proposed transaction.	As mentioned in the explanatory statement for item no 7,8 and 9
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Three years with effect from November 11, 2026
4.	Whether omnibus approval is being sought?	No
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.	As mentioned in the explanatory statement for item no 7, 8 and 9.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Please refer to the 'Background details and benefits of the transactions' above.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	As mentioned in table A(1)
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

Point no. B(1) to B(7) and C(1) to C(6) to of table forming part of Clause 4 of the Industry Standards on "Minimum information for approval of a RPT" is not applicable.

By the Order of the Board

BANKESH CHANDRA AGRAWAL
Chairman & Managing Director
DIN: 00121080

Registered Office:
A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
CIN: L99999MH1987PLC044942
Tel: 022-49634834

E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in

Date: August 27, 2026

ANNEXURE-II

INFORMATION AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Directors appointed/ re-appointed	**Shri Bankesh Chandra Agrawal**	**Shri Sarthak Agarwal**	**Shri Nihit Agarwal**	**Mr. Shri Ram Gupta**	**Shri Vikas Agarwal**	**Shri Sanjay Kedia**	**Shri Amrut Urkude**
Designation	**Chairman & Managing Director**	**Whole-Time Director**	**Whole Time Director**	**Independent Director**	**Non-Executive Director**	**Whole-Time Director and Chief Financial Officer**	**Additional Independent Director**
Age	74 years	34 Years	32 Years	70 years	44 years	50 years	54 years
Date of Appointment	29.10.2020	29.10.2020	29.10.2020	29.09.2021	12.08.2024	08.11.2019	25.08.2026
Qualification	B.Com, Cost and Management Accountant.	B.Com, MBA	B. Tech	B.Com, Chartered Accountant	B.Com, MBA	B.Com, Chartered Accountant	Doctoral & Academic Doctorate in Management Studies - IT & Human Resources, Honorary Doctorate - Business Leadership and MBA - Human Resources
Expertise/ Experience in specific functional area	Over 49 years of experience in Yarn & Chemical Industry	Over 13 years of experience in Textile & Chemical Industry	Over 10 years of experience in Textile & Chemical Industry	Over 44 years of experience Finance, Banking, Procurement, Direct and indirect Taxation	Over 21 years of experience in Textile & Chemical Industry	Over 27 years of experience in the Chemical Industry	Over 30 years of experience in the corporate governance, technology oversight and organizational leadership in large manufacturing environments.
Directorships in other companies (including those listed entities from which the person has resigned in the past three years)	1. Shree Hari Finvest Ltd 2. Shubhlaxmi Dyetex Pvt Ltd 3. Ompareek Investment Company Limited	1. Raviqu Infrastructure Private Limited 2. Shree Hari Finvest Ltd 3. Ompareek Investment Company Limited 4. ABR Entrepreneur Services Private Limited	1. ABR Entrepreneur Services Private Limited 2. Raviqu Infrastructure Private Limited 3. Shree Hari Finvest Ltd 4. Ompareek Investment Company Limited	1. Shubhlaxmi Polytex Limited	1. Shubhalakshmi Polyesters Limited 2. Shubhlaxmi Polytex Limited 3. Rabaajco Industries Private Limited 4. Shakambhari Dyechem Private Limited	1. Shakambhari Dyechem Private Limited	None

		5. Shakam bhari Chemtech Private Limited 6. Shakam bhari Dyechem Private Limited. 7. Shubhalak shmi Polyesters Limited	5. New Era Cleantech Solution Private Limited 6. Splendid Diamond Tech Private Limited (Formerly known as Asian Diamond Tech Private Limited) 7. Shubhalakshmi Ventures Private Limited 8. Novum Renewable Energy Private Limited 9. Sustaina Renewable Energy Private Limited 10. Shaktisphere Capital Private Limited		5. Samarya Creation Global Private Limited 6. Shakambhari Chemtech Private Limited		
Memberships of Committees in companies (including those listed entities from which the person has resigned in the past three years)	Member of Audit Committee & CSR Committee of Shree Hari Chemicals Export Limited	Chairman of Corporate Social Responsibility Committee of Shree Hari Chemicals Export Limited	None	Chairman of Audit Committee and Member of SRC, NRC and CSR Committee Shree Hari Chemicals Export Limited	Member of Audit Committee & CSR Committee of Shubhalakshmi Polyesters Limited	Member of Stakeholders Relationship Committee of Shree Hari Chemicals Export Limited	None
No. of shares held in the Company	61,200 Equity Shares	3000 Equity Shares	3000 Equity Shares	NIL	59,100 Equity Shares	NIL	NIL
Relationship between Directors inter-se and the KMPs	There is no relationship between Directors interse and the KMPs except Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Sarthak Agarwal, Whole Time Director, Shri Nihit Agarwal,	There is no relationship between Directors interse and the KMPs except Shri Sarthak Agarwal, Whole Time Director, Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Nihit Agarwal,	There is no relationship between Directors interse and the KMPs except Shri Nihit Agarwal, Whole Time Director, Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Sarthak Agarwal, Whole Time Director and Shri Vikas Agarwal, Non-executive	No inter-se relationship with the Directors and Key Managerial Personnel of the Company.	There is no relationship between Directors interse and the KMPs except Shri Vikas Agarwal, Non-executive Director, Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Sarthak Agarwal,	No inter-se relationship with the Directors and Key Managerial Personnel of the Company.	No inter-se relationship with the Directors and Key Managerial Personnel of the Company.

	Whole Time Director and Shri Vikas Agarwal, Non-executive Director are related.	Whole Time Director and Shri Vikas Agarwal, Non-executive Director are related.	Director are related.		Whole Time Director and Shri Nihit Agarwal, Whole Time Director are related.		
Number of Board meetings attended during 2025-26	4	4	4	4	4	4	Not Applicable
Last Remuneration Drawn	Rs. 121.2 Lakhs for the financial year 2025-26	Rs. 108.00 Lakhs for the financial year 2025-26	Rs. 98.40 Lakhs for the financial year 2025-26	Not Applicable	Nil	Rs. 42.62 Lakhs for the financial year 2025-26	Not Applicable
Remuneration sought to be paid	As mentioned in the explanatory statement for Item no. 7 annexed to this Notice.	As mentioned in the explanatory statement for Item no. 8 annexed to this Notice	As mentioned in the explanatory statement for Item no. 9 annexed to this Notice	Entitled to sitting fee as fixed by the Board for attending meeting(s) of Board / Committee(s).	Entitled to sitting fee as fixed by the Board for attending meeting(s) of Board / Committee(s).	As mentioned in the explanatory statement for Item no. 10 annexed to this Notice	Entitled to sitting fee as fixed by the Board for attending meeting(s) of Board / Committee(s).
In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable	Mr. Shri Ram Gupta possesses expertise in Finance, Banking, Procurement, Direct and indirect Taxation.	Not Applicable	Not Applicable	Shri Amrut Urkude possesses expertise in Governance & Strategy, Digital & AI Governance and People & Organization