NOTICE

Notice is hereby given that the 33rd (Thirty Third) Annual General Meeting ("AGM") of the members of Indofil Industries Limited ("the Company") will be held on Wednesday, September 16, 2026 at 11:30 a.m. (IST) through Video Conferencing ("VC")/Other Audio Video Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the**

   a) **Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, including the Audited Balance Sheet as on that date, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.**

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

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

   b) **Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, including the Audited Balance Sheet as on that date, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Report of the Auditors thereon.**

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

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To declare a Final Dividend on Equity Shares for the Financial Year ended March 31, 2026**

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

   "RESOLVED THAT a dividend on the Equity Shares of the Company be and is hereby declared at the rate of INR 5/- (Indian Rupees Five only) per Equity Share of INR 10/- (Indian Rupees Ten only) each, fully paid-up, and at the rate of INR 1.50/- (Indian Rupees One and Fifty Paise only) per Equity Share of INR 3/- (Indian Rupees Three only) each, partly paid-up, for the financial year ended March 31, 2026."

3. **To consider and approve Re-appointment of Ms. Charu Modi (DIN: 00029625), Non-Executive Director, who retires by rotation and, being eligible, offers herself for re-appointment**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Charu Modi, (DIN: 00029625), who retires by rotation at the conclusion of this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

Relevant details pursuant to the requirement of Secretarial Standards- 2 of General Meetings in respect of Director proposed for appointment are mentioned as Annexure I.

4. **To consider and approve re-appointment of M/s. Lodha & Co. LLP Chartered Accountants (FRN: 301051E/E300284), as statutory auditors of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of members of the Company be and is hereby accorded for re-appointment of M/s. Lodha & Co. LLP, Chartered Accountants (FRN: 301051E/E300284) as the Statutory Auditors of the Company for a second term of five consecutive years, commencing from the conclusion of the 33rd (Thirty-Third) Annual General Meeting until the conclusion of the 38th (Thirty-Eighth) Annual General Meeting of the Company, to conduct the statutory audit of the accounts of the Company for the financial years 2026–27 to 2030–31, at a remuneration of INR 63,39,375/- (Indian Rupees Sixty-Three Lakh Thirty-Nine Thousand Three Hundred and Seventy-Five only) for the financial year 2026–27, as against the remuneration of INR 60,37,500/- for the financial year 2025–26, and subject to such terms and conditions as may be mutually agreed between the Company and the Statutory Auditors.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Company Secretary or Chief Operations Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **To consider and approve the remuneration of the Cost Auditors for the financial year ending March 31, 2026**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act,2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s S.N. Addagatla & Co., Cost Accountants, (Membership Number: 103855) appointed as the Cost Auditors by the Board of Directors of the Company at their meeting held on August 20, 2026 to conduct the audit of the Cost Records of the Company for the Financial Year ending March 31, 2027 be and is hereby fixed at INR 3,68,550/- (Indian Rupees Three Lakhs Sixty Eight Thousand Five Hundred and Fifty only) plus taxes and out of pocket expenses.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Company Secretary or Chief Operations Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

6. **To regularize the appointment of Mr. Sharad Aggarwal (DIN: 07438861), Additional Non-Executive Director as a Non-Executive Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modifications or re-enactments thereof) if any, Mr. Sharad Aggarwal (DIN: 07438861) who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors with effect from January 14, 2026, till the conclusion of Annual General Meeting of the Company being so eligible be appointed as an Non-Executive Director of the Company and shall be liable to retire by rotation."

7. **To regularize the appointment of Mr. Atul Gupta (DIN: 01734070), Additional Independent Director as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modifications or re-enactments thereof) if any, Mr. Atul Gupta (DIN: 01734070) who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect February 6, 2026 till the conclusion of Annual General Meeting of the Company being so eligible be appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from February 6, 2026 to February 5, 2031."

By order of the Board of Directors
For Indofil Industries Limited

Sd/-

Dr. Bina Modi
Chairperson & Managing Director
DIN: 00048606

Date: August 25, 2026
Place: Delhi

Regd. Office: Indofil Industries Ltd.,
(CIN: U24110MH1993PLC070713)
Kalpataru Square, 4th Floor, Kondivita Road,
Off. Andheri Kurla Road, Andheri (E),
Mumbai- 400 059.

NOTES:

1. Pursuant to the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), have permitted the holding of the Annual General Meeting ("AGM") of a Company through Video Conferencing ("VC") /Other Audio Visual means ("OAVM"), without the physical presence of the Members at a common venue.

   Thus, in compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the 33rd Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM which does not require physical presence of the Members at a common venue. The Registered Office of the Company shall be deemed to be the venue for the 33rd AGM of the Company. The Company has engaged the services of **National Securities Depository Limited ("NSDL")** for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below.

2. In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. Hence, the Proxy form and the attendance slip are not annexed to this notice.

3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/Corporate Shareholders i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at csbhumikanco@gmail.com with a copy marked to evoting@nsdl.co.in and the Company Secretary at cs@indofil.com not less than 48 (forty-eight) hours before the commencement of the AGM.

4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.

6. The following documents / registers will be available for online inspection by the Members of the Company during the AGM:

   a. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested.

   b. All the documents referred to in this AGM Notice; and

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agent (RTA) – MAS Services Limited. Changes intimated to the Depository Participant (DP) will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent.

8. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members is respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members may give request for registering PAN, KYC details or changes or updation thereof through Form No. ISR-1.

10. Members are requested to send their enquiries/ questions pertaining to the aforesaid AGM via registered post at registered office of the Company situated at 'Kalpataru Square, 4th Floor, Kondivita Road, Off Andheri-Kurla Road, Andheri (East), Mumbai-400059, Maharashtra, India or email to cs@indofil.com atleast 3 days before the AGM for proper response in the AGM. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

11. The Register of Members and Shares Transfer Books will remain closed from September 10, 2026 to September 16, 2026 (both days inclusive) for the purpose of payment of dividend to those Members who hold shares in Physical Form and whose names stand on the Register of Members as on September 9, 2026.

12. The Dividend in respect of shares held in Electronic Form will be payable to the beneficial owners of the shares as at the close of business hours on September 9, 2026 as per details furnished by the depositories for this purpose.

13. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to cs@indofil.com.

14. In line with the aforesaid Circulars issued by the MCA, the Annual Report including Notice of the 33rd AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Members (Physical/ Demat) who have not registered their email addresses with the Company can get the same registered with the Company by requesting in member updation form by sending an email to cs@indofil.com and investor@masserv.com. Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.

15. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2025-26 are available on the website of the Company at www.indofil.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in one English and one vernacular language newspaper.

16. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-Voting are given herein below. The Company has engaged the services of NSDL, who will provide the Remote E-Voting facility of casting votes to a Shareholder (e-Voting from a place other than venue of the AGM).

17. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Wednesday, September 9, 2026 as the "cut-off date" to determine the eligibility to vote by remote e-Voting or e-Voting at the AGM. 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, i.e. Wednesday, September 9, 2026, shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM. The Members desiring to vote through remote e-Voting are requested to refer to the detailed procedure given below. Members whose email IDs are not registered with the depositories for procuring user id and password and registration of email-ids for e-Voting for the resolutions are requested to refer the instructions provided hereinafter.

18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. Wednesday, September 9, 2026 are requested to send the duly signed written / e-mail communication to the Company at cs@indofil.com and to the RTA at investor@masserv.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-Voting.

19. Those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.

20. The Company has appointed M/s Bhumika & Co. (C.P. No. 19635) as the Scrutinizer to scrutinize the remote e-Voting and the e-Voting at the AGM in a fair and transparent manner.

21. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar and Share Transfer Agent, MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area, PH II, New Delhi 110 020, enclosing their share certificate to enable the Company to consolidate their holdings in one single folio.

22. Members holding shares in physical form are requested to notify immediately any change in their address/mandate/bank details to the Company or to the office of the Registrar and Share Transfer Agent (RTA), MAS Services Limited, quoting their folio number. The Members updation form, forms a part of the Annual Report and is available on the website of the Company.

23. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the meeting.

24. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to cs@indofil.com.

25. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of AGM of the Company.

26. The shares can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or MAS Services Limited, Company's Registrar and Share Transfer Agents (Tel. No. 011 26387281/82/83) for assistance in this regard.

Physical Holding

Physical Holding send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Indofil Industries Limited.

27. Shareholders of the Company are informed that pursuant to the provisions of the Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2018-19 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2018-19 to 2024- 25 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately.

28. Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs. In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers. The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at http://www.iepf.gov.in/IEPF/refund.html.

29. The depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.

30. It is mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

31. In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

32. Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e. MAS Services Limited, having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

33. This will facilitate the remittance of the dividend amount in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

34. We wish to inform you that the Board of Directors of your Company (‘Board’) have at their meeting held on August 20, 2026 recommended 50% dividend of INR 5/- per equity share having nominal value of INR 10/- each and dividend of INR 1.5/- per Equity Share having nominal value of INR 3/- for the Financial Year ended March 31, 2026.

35. The dividend, as recommended by the Board, if approved at the ensuing Annual General Meeting, will be paid to shareholders holding Equity Shares of the Company, either in Electronic or in Physical Form after the Book Closure date Monday, September 9, 2026 for determining eligibility of shareholders to receive the dividend.

Taxation on Dividend

In terms of the provisions of the Income-tax Act, 2025, (“the Act”), dividend paid or distributed by a Company on or after 1st April 2020 is taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of payment of dividend. In order to enable a Company to determine the appropriate TDS rate as applicable, All the members are requested to update the residential status and category in their respective Demat accounts with Depository Participant (“DP”), if the shareholding is in Demat form or with the Company's Registrar & Transfer Agent (“RTA”), M/s. MAS Services Limited, if the shareholding is held in physical form. Members are also requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961. The deduction of tax at source will be based on the category of shareholders and subject to fulfilment of conditions as provided herein below:

For resident members

Tax will be deducted at source (“TDS”) under Section 393(1) [Table Sr. No. 7] of the Act @ 10% on the amount of dividend payable unless exempt under any of the provisions of the Act. However as per Section 393(4) [Table Sr. No. 10], in case of resident individual members, TDS would not apply if the aggregate of total dividend distributed/ paid to them by the Company during the financial year does not exceed INR10,000/. Recording of the PAN for the registered Folio/DP ID-Client ID is mandatory.

Tax will not be deducted at source in cases where a member provides Form 121 (applicable to resident individual), provided that the eligibility conditions are met. (Form 121 is annexed). Please note that all fields mentioned in the Form are mandatory and the Company may reject the forms submitted, if it does not fulfil the requirement of the law.

TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar:

As per Section 262 of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 397 of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Shareholders may visit https://www.incometax.gov.in/iec/foportal/ for PAN Aadhaar linking. or FAQ issued by the Government on PAN Aadhaar linking.

Needless to mention, valid Permanent Account Number (“PAN”) will be mandatorily required.
NIL/lower tax shall be deducted on the dividend payable to following resident member on submission of self-declaration (as per formats attached) as listed below:

i. Insurance companies: Declaration that the provisions of Section 393(4) [Table Sr. No. 10] of the Act are not applicable to them along with self-attested copy of registration certificate and PAN card.

ii. Mutual Funds: Declaration by Mutual Fund shareholder eligible for exemption u/s 11 – Schedule VII [Table Sr No. 20 and 21] 2025 along with self-attested copy of registration documents and PAN card.

iii. Alternative Investment Fund (AIF)established in India: Declaration that the member is eligible for exemption under section 11 - Schedule V (Table: SI. No. 1) of the Act and they are established/registered as Category I or Category II AIF under the SEBI regulations, along with copy of self-attested registration documents and PAN card.

iv. New Pension System Trust: Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.

v. Other Shareholders: Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.

vi. Members who have provided a valid certificate issued u/s. 395(1) of the Act for lower / nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration.

Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income tax on its income:

This declaration should be shared within 2 days from the record date as may be intimated by the Company. Kindly note that no declaration shall be accepted after 2 days from the record date.

For non-resident members (including Foreign Institutional Investors and Foreign Portfolio Investors)

Tax is required to be withheld in accordance with the provisions of Section 393(2) [Table Sr No. 17 and 15] of the Act at applicable rates in force. As per the relevant provisions of the Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable.

As per Section 159 of the Act, a non-resident member has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to such member. For this purpose, i.e. to avail the Double Tax Avoidance Agreement (DTAA) benefits, the non-resident member will have to provide the following:

a. Self-attested copy of PAN card, if any, allotted by the Indian Income Tax authorities;

b. Self-attested copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the member is tax resident; evidencing and certifying member’s tax residency status during financial year 2026-27.

c. Form 41 filed electronically on the Indian Income Tax web portal, pursuant to Notification no. 03/2022 dated 16th July 2022 and should be valid for FY 2026-27.

d. Self-declaration of having no taxable presence, fixed based or permanent establishment in India in accordance with the applicable tax treaty and beneficial ownership by the non-resident member (Format of the declaration is annexed).

e. In case of a member being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the non-resident members and meeting the requirement of the Act read with applicable DTAA. In absence of the same, the company will not be obligated to apply the beneficial DTAA rate at the time of TDS deduction.

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

To enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide the above details and documents not later than September 9, 2026.

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

1. NIL for resident members receiving dividend upto INR 10,000 or in case Form 121 (as applicable) along with self-attested copy of the PAN card is submitted

2. 10% for resident member in case copy of PAN card is provided / available

3. 20% for resident members, if copy of PAN card is not provided / not available / or where PAN and Aadhar are not linked

4. Tax will be assessed on the basis of documents submitted by the non-resident members

5. 20% plus applicable surcharge and cess for non-resident members in case the relevant documents are not submitted.

6. Lower / NIL TDS on submission of self-attested copy of the certificate issued under Section 395(1) of IT Act.

Company is obligated to deduct tax at source (TDS) based on the records available with RTA and no request will be entertained for revision of the TDS return. No communication on the tax determination/deduction shall be entertained after September 9, 2026.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned documents, you would still have the option of claiming a refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, or omission of information provided / to be provided by the member(s), such member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any applicable proceedings.

Members, whose valid PAN is updated, will be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account at https://www.incometax.gov.in/

Updation of PAN, Email address and other details:

All the members are requested to update the residential status, registered email address, mobile number, category and other details with their relevant depositories through their DPs, if the shareholding is in Demat form or with the Company's RTA, if the shareholding is held in physical form, as may be applicable. The Company is obligated to deduct TDS based on the records made available by National Securities Depository Limited or Central Depository Services (India) Limited (collectively referred to as "the Depositories"), in case of shares held in Demat mode and from the RTA, in case of shares held in physical mode and no request will be entertained for revision of TDS return.

Updation of Bank Account for payment of Dividend:

While on the subject, we request you to submit/update your bank account details with your DP, in case you are holding shares in electronic form. In case your shareholding is in physical form, you will have to submit a scanned copy of a covering letter, duly signed by the first shareholder, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card, duly self-attested, with the Company's RTA, M/s. MAS Services Limited, T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, Email: info@masserv.com. This will facilitate the receipt of dividend directly into your bank account.

In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank passbook statement, duly self-attested. In absence of a bank account with requisite particulars, the dividend warrants will be posted to you.

Declaration referred above can be downloaded from the link given below or from the website of the Company viz. https://www.indofil.com. Please note that aforementioned documents should be provided to the Company's RTA by email to info@masserv.com. No communication on the tax determination/deduction shall be entertained after September 9, 2026.

This communication shall not be treated as an advice from the Company or its Registrar & Transfer Agent. Shareholders should obtain the tax advice related to their tax matters from a tax professional. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforesaid documents or defect in any of the aforementioned details / documents, you will be able to claim refund of the excess tax deducted by filing your Income Tax return. No claim shall lie against the Company for such taxes deducted

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The remote e-voting period begins on Friday, September 11, 2026 at 09:00 A.M. and ends on Tuesday, September 15, 2026 at 05:00 P.M. 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. September 9, 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 9, 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.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbhumikanco@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@indofil.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@indofil.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by the 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 EGM/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 EGM/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" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@indofil.com. The same will be replied by the Company suitably.

6. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.indofil.com and on the website of NSDL https://www. evoting.nsdl.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 5:

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“The Act”) and the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audits) Amendment Rules, 2014 (“the Rules”) the Company is required to appoint a Cost Auditor to audit Costing Records of the Company. On recommendation of the Audit Committee, the Board of Directors have appointed M/s S.N. Addagatla & Co., Cost Accountant, (Membership No. 103855) as the Cost Auditors to conduct audit of Cost Records maintained by the Company for the Financial Year 2026-27, for a fee of INR 3,68,550/- (Indian Rupees Three Lakh Sixty Eight Thousand Five Hundred and Fifty only)plus taxes and conveyance charges for outstation. You are requested to accord your consent for the aforesaid appointment and fee recommended in respect of the Cost Auditors for Financial Year 2026-27.

None of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested in the resolution set out at Item No. 5 of the Notice.

The Board of Directors of the Company recommends the resolution set forth in item no. 5 for the approval of the members by way of Ordinary Resolution.

Item No. 6:

The Board of Directors had appointed Mr. Sharad Aggarwal (DIN: 07438861) as an Additional Non-Executive Director of the Company with effect from January 14, 2026 in accordance with the provisions of Section 161 of the Act. Further, the office of Sharad Aggarwal (DIN: 07438861) as an Additional Non-Executive Director is up to the date of this Annual General Meeting of the Company, and he is eligible to be appointed as a Director of the Company.

Mr. Sharad Aggarwal, had joined as Non-Executive Director.

Relevant details pursuant to the requirement of Secretarial Standards- 2 of General Meetings in respect of Director proposed for appointment are mentioned as Annexure II.

Save and except Mr. Sharad Aggarwal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors of the Company recommends the resolution set forth in item no. 6 for the approval of the members by way of Ordinary Resolution.

Item No. 7:

The Board of Directors had appointed Mr. Atul Gupta (DIN: 01734070) as an Additional Independent Director of the Company with effect from February 6, 2026 in accordance with the provisions of Section 161 of the Act. Further, the office of Mr. Atul Gupta (DIN: 01734070) as an Additional Independent Director is up to the date of this Annual General Meeting of the Company, and he is eligible to be appointed as an Independent Director of the Company. Mr. Atul Gupta satisfies conditions to continue as an Independent Director of the Company. He shall hold office as an Independent Director for term of 5 years from his date of his appointment i.e. from February 6, 2026 to February 5, 2031 and shall not be liable to retire by rotation.

Mr. Atul Gupta, had joined as Independent Director.

Relevant details pursuant to the requirement of Secretarial Standards- 2 of General Meetings in respect of Director proposed for appointment are mentioned as Annexure III.

Save and except Mr. Atul Gupta, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors of the Company recommends the resolution set forth in item no. 7 for the approval of the members by way of Ordinary Resolution.

By order of the Board of Directors
For Indofil Industries Limited

Sd/-

Dr. Bina Modi
Chairperson & Managing Director
DIN: 00048606

Date: August 25, 2026
Place: Delhi

Regd. Office: Indofil Industries Ltd.,
(CIN: U24110MH1993PLC070713)
Kalpataru Square, 4th Floor, Kondivita Road,
Off. Andheri Kurla Road, Andheri (E),
Mumbai- 400 059.

Annexure I

Relevant details pursuant to the requirement of Secretarial Standards- 2 of General Meetings in respect of Director proposed for appointment are mentioned hereunder:

Name of the Director	Ms. Charu Modi
DIN	00029625
Date of Birth	October 28, 1962
Qualifications	Master of Business Administration from Thunderbird School of Global Management
Experience	Ms. Charu Modi is an experienced business leader and educationist with over 20 years of experience in strategic leadership, business development, sustainable value creation and education. She has extensive experience in providing strategic direction to businesses and promoting sustainable business practices, along with expertise in skill development and education.
Terms & Conditions of appointment/ re-appointment	Re-appointment in terms of Section 152 of the Companies Act, 2013
Details of Remuneration	Commission @ 1% of Net Profit
Date of first appointment on the Board	July 27, 2002
Shareholding in the Company	Nil
Relationship with Other Directors, Manager & Key Managerial Personnel	Daughter of Dr. (Mrs.) Bina Modi, Chairperson and Managing Director of the Company.
Number of Board Meetings attended during the year	In Financial Year 2025-26 - 6 In Financial Year 2026-27 - 2
Directorships in other companies	(i) Godfrey Phillips India Limited (ii) Modern Homecare Products Limited (iii) Auster WIP Private Limited (iv) K K Modi Investment and Financial Services Private Limited (v) Charu Investments Private Limited
Membership	Nil
Chairmanship of committees of the Board	Nil

Annexure II

Name of the Director	Mr. Sharad Aggarwal
DIN	07438861
Date of Birth	December 11, 1971
Qualifications	Bachelors of Engineering & PGDBM, Operations
Experience	Mr. Sharad Aggarwal is an accomplished business leader with over three decades of experience with a strong focus on governance, sustainability and long-term organizational excellence.
Terms & Conditions of appointment/ re-appointment	Re-appointment in terms of Section 152 of the Companies Act, 2013
Details of Remuneration	NIL except sitting fees for attending the meetings
Date of first appointment on the Board	January 14, 2026
Shareholding in the Company	Nil
Relationship with Other Directors, Manager & Key Managerial Personnel	No relationship with other Directors, Manager & Key Managerial Personnel
Number of Board Meetings attended during the year	In Financial Year 2025-26 - 2 In Financial Year 2026-27 - 2
Directorships in other companies	(i) International Tobacco Company Limited (ii) Godfrey Phillips India Limited (iii) The Tobacco Institute of India (iv) Indo Baijin Chemicals Private Limited
Membership	Member of Environment, Social and Governance (ESG) Committee of Godfrey Phillips India Limited
Chairmanship of committees of the Board	Chairperson of Environment, Social and Governance (ESG) Committee of Godfrey Phillips India Limited

Annexure III

Name of the Director	Mr. Atul Gupta
DIN	01734070
Date of Birth	April 01, 1951
Qualifications	M. Sc. (Physics), M.Soc.Sc. in Development Administration
Experience	Mr. Atul Kumar Gupta is a distinguished former Indian Administrative Service officer (U.P Cadre- 1974 Batch) who retired as Chief Secretary to the Government of Uttar Pradesh. He also served as Chairman of the Fourth State Finance Commission, Uttar Pradesh.
Terms & Conditions of appointment/ re-appointment	Re-appointment in terms of Section 152 of the Companies Act, 2013
Details of Remuneration	Nil except sitting fees for attending the meetings
Date of first appointment on the Board	February 06, 2026
Shareholding in the Company	Nil
Relationship with Other Directors, Manager & Key Managerial Personnel	No relationship with other Directors, Manager & Key Managerial Personnel
Number of Board Meetings attended during the year	In Financial Year 2025-26 - 2 In Financial Year 2026-27 - 2
Directorships in other companies	(i) Gallantt Ispat Limited
Membership	Member of Nomination and remuneration committee and Corporate Social Responsibility Committee of Gallantt Ispat Limited
Chairmanship of committees of the Board	Chairperson of Nomination and remuneration committee and Corporate Social Responsibility Committee of Gallantt Ispat Limited