



NOTICE

NOTICE is hereby given that the Sixty-Fifth Annual General Meeting of DAI-ICHI KARKARIA LIMITED (CIN: L24100MH1960PLC011681) will be held on **Wednesday, August 20, 2025, at 11:30 a.m.** (IST) through Video Conferencing / Other Audio Visual Means ("VC/ OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Reports of Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Report of the Auditors thereon.

2. To declare a dividend of ₹3.50 (35%) per equity share of face value of ₹10/- each for the Financial Year ended March 31, 2025.

3. To appoint a Director in place of Mr. Adi Jehangir (DIN: 00001752), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To re-appoint Mr. Ashok Hiremath (DIN: 00349345) as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulations 16(1)(b), 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015 ("Listing Regulations"), as amended from time to time, the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ashok Hiremath (DIN: 00349345), who was appointed as Non-Executive Independent Director for a period of 5 years effective from September 9, 2020, and who is eligible for re-appointment and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, approval of the Shareholders be and is hereby accorded for re-appointment of Mr. Ashok Hiremath as Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years effective from September 8, 2025 to September 7, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things they may consider necessary, expedient or desirable in order to give effect to this resolution."

5. To appoint M/s. Vinod Kothari & Company, Practicing Company Secretaries, as Secretarial Auditor of the Company and to fix their remuneration and in this regard to consider, and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Vinod Kothari & Company, Practicing Company Secretaries (Unique Code: P1996WB042300), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years commencing from April 1, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company, be and are hereby authorised to do all such acts, deeds, matters and things they may consider necessary, expedient or desirable in order to give effect to this resolution."

6. To ratify remuneration payable to M/s. Diwanji & Associates, Cost Accountants, (Firm Registration No. 100227) appointed as Cost Auditor of the Company for the Financial Year ending March 31, 2026, and in this regard to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all 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), remuneration payable to M/s. Diwanji & Associates, Cost Accountants, (Firm Registration No. 100227), appointed by the Board of Directors based on recommendation of Audit Committee, to conduct the audit of the cost records of the Company amounting to ₹ 1,50,000 (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses incurred in connection with the Cost Audit of the Company for the financial year ending March 31, 2026, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things they may consider necessary, expedient or desirable in order to give effect to this resolution.”

7. To approve Material Related Party Transactions for Sale of Goods to ChampionX Dai-ichi India Private Limited (CXDI) and in this regard to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015 (“Listing Regulations”), as amended till date, the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, (including statutory modification(s) or re-enactments thereof for the time being in force) and the Company’s policy on Related Party Transactions, approval 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” which term shall be deemed to include any committee of the Board), for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for Sale of Goods to ChampionX Dai-ichi India Private Limited (“CXDI”) a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as mentioned in the explanatory statement and as the Board may deem fit up to a maximum aggregate value of ₹ 50 Crores (Rupees Fifty Crores only) from the conclusion of this 65th Annual General Meeting upto the date of the next 66th Annual General Meeting for a period not exceeding fifteen months and shall be executed at arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

8. To approve Material Related Party Transactions for Purchase of Goods from Indian Oxides and Chemicals Private Limited (IOCL) and in this regard to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015 (“Listing Regulations”), as amended till date, the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Company’s policy on Related Party Transactions, approval 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” which term shall be deemed to include any committee of the Board), for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for Purchase of Goods from Indian Oxides and Chemicals Private Limited (IOCL), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as mentioned in the explanatory statement and as the Board may deem fit up to a maximum aggregate value of ₹ 50 Crores (Rupees Fifty Crores only), from the conclusion of this 65th Annual General Meeting upto the date of the next 66th Annual General Meeting for a period not exceeding fifteen months and shall be executed at an arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient, to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”



9. To adopt a new set of Memorandum of Association (MOA) as per Companies Act, 2013, and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof) for the time being in force, and the relevant provisions of the Memorandum of Association (MOA) of the Company, subject to the terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the consent of the Members be and is hereby accorded to the adoption of the new set of MOA of the Company as per Companies Act, 2013, in substitution and to the entire exclusion of the existing MOA of the Company.

RESOLVED FURTHER THAT upon the approval of the shareholders for the adoption of the new Memorandum of Association (MOA) and the consequent supersession of the existing MOA, the new set of MOA shall be issued as and when required, and no copy of the erstwhile MOA shall be issued thereafter.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient, to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

10. To adopt a new set of Articles of Association (AOA) as per Companies Act, 2013, and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof) for the time being in force, and the relevant provisions of the Articles of Association (AOA) of the Company, the consent of the Members be and is hereby accorded to the adoption of the new set of Articles of Association of the Company as per Companies Act, 2013, in substitution, and to the entire exclusion, of the existing AOA of the Company.

RESOLVED FURTHER THAT upon the approval of the shareholders for the adoption of the new Articles of Association (AOA) and the consequent supersession of the existing AOA, the new set of AOA shall be issued as and when required, and no copy of the erstwhile AOA shall be issued thereafter.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient, to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai – 400 020.

Place: Mumbai

Date: May 16, 2025

By Order of the Board
For Dai-ichi Karkaria Limited

Ankit Shah
Company Secretary & Compliance Officer

NOTES:

1. In compliance with the Circular Nos.14/2020, 17/2020 and 09/2024 dated April 8, 2020, April 13, 2020, and September 19, 2024 respectively, and all other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the relevant provisions of the Companies Act, 2013 ("The Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 65th Annual General Meeting ("AGM") of the Company is being conducted on August 20, 2025 at 11:30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 65th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the 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. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Corporate Members can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-voting, participation in the 65th AGM through VC/OAVM Facility and e-voting during the 65th AGM.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the below instructions. The facility of participation at the AGM through VC/OAVM will be made available to 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, Scrutinizer, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. In line with the said MCA and SEBI Circulars, the Notice of the 65th AGM along with the Annual Report for Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s)/ Registrars and Transfer Agents (RTA). The Notice convening the 65th AGM has been uploaded on the website of the Company at www.dai-ichiindia.com under 'Investors' section and may also be accessed on the website of BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the Listing Regulations in respect of business to be transacted with respect to the item of Special Business is annexed hereto.
10. The name of the Registrars and Transfer Agents (RTA) changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
11. As per Regulation 40(1) of the Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.
12. Members may please note that SEBI vide its Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated the listed companies to issue securities in demat form only while processing service requests viz. 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. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, which is hosted on the website of the Company's RTA at <https://web.in.mpms.mufg.com/client-downloads.html>. After processing the service request, a letter of confirmation will be issued to the Shareholder that shall be valid for a period of 120 days, within which the Shareholder shall make a request to the Depository Participant for dematerializing those shares. If the Shareholder fails to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat Account held by the Company which can be claimed by the Shareholders on submission of necessary documentation.



13. Members whose shareholding is in physical mode are requested to notify any change pertaining to their postal address, e-mail address, telephone/mobile numbers, bank mandate details, etc, to the Company/RTA in prescribed Form ISR-1 and other applicable forms. Members whose shareholding is in electronic mode are requested to direct change of the aforesaid details to their respective Depository Participants. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore 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 MUFG Intime India Private Limited.
14. The Company has sent individual letters to all physical holders whose folios are not KYC compliant, requesting them to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA, MUFG Intime India Private Limited.
15. 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 may register their nomination by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their Depository Participant in case the shares are held in electronic form and to the Registrar at rnt.helpdesk@in.mpms.mufig.com in case the shares are held in physical form, quoting their folio number.
16. (i) In pursuance to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has fixed Wednesday, August 13, 2025, as the Record Date for determining the entitlement of members to the dividend for the financial year ended March 31, 2025. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 14, 2025 to Wednesday, August 20, 2025 (both days inclusive) for the purpose of 65th Annual General Meeting and Dividend. The dividend recommended by the Board of Directors, if declared at 65th AGM, will be payable on or after August 25, 2025, to those Members whose names are registered as such in the Register of Members of the Company/ Beneficiary list provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 13, 2025, subject to deduction of tax at source where applicable.
- (ii) Payment of dividend through electronic means:
- a) Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI has mandated all listed companies to maintain a record of PAN, Nomination, Contact details, Bank A/c details and Specimen signature of its Shareholders holding physical securities. Further, with effect from April 1, 2024, Shareholders holding physical securities shall be eligible for dividend payment only in electronic mode.
- Shareholders holding shares in physical form are requested to update their PAN, nomination details, contact details, mobile number, bank account details and specimen signature (collectively called as "details") with the Company/ RTA so as to enable the Company to process the dividend payments through electronic medium. Please note, as per the SEBI mandate, the Company shall not process dividend through warrants or demand drafts or banker's cheque to the Shareholders holding shares in physical mode, whose details are not updated with the Company/RTA against their folio(s). The forms for updation of PAN, KYC, bank details and nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on RTA's website at <https://web.in.mpms.mufig.com/client-downloads.html>
- In view of the above, we request the Shareholders holding shares in physical form to submit the required forms along with the supporting documents at the earliest to the RTA. The Company has sent letters to the Members holding shares in physical form in relation to the applicable SEBI Circular(s).
- b) Shareholders holding shares in dematerialised form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/ RTA cannot act on any request received directly from the Shareholders holding shares in dematerialised form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant(s) of the Shareholders.
- (iii) Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of Shareholders, and the Company is required to deduct tax at source from Dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, Shareholders are requested to refer to the Finance Act applicable to current financial year. The Shareholders are requested to update their Permanent Account Number (PAN) with the Company / MUFG Intime India Private Limited, Registrar and Transfer Agent (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

A separate e-mail is being sent at the registered e-mail id of the Members describing about the detailed process to submit/upload the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company <https://www.dai-ichiindia.com/investor/>.

- (iv) A Resident Individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by updating the details on the following link provided by the Company's RTA namely <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> latest by August 12, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- (v) Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending it on the link provided by the Company's RTA namely <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> latest by August 12, 2025.

17. Pursuant to the provisions of Section 124 and 125 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Also, pursuant to the provisions of IEPF Rules, all the corresponding shares (including shares lying in Unclaimed Suspense Account) in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

The Company has sent reminders having unpaid/ unclaimed dividends, to claim the same, before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at <https://www.dai-ichiindia.com/investor/>. Accordingly, Members who have not encashed Dividend for the financial year ended March 31, 2018 or any subsequent dividend declared by the Company, are advised to write to the Company's RTA immediately.

18. Details of Members whose shares are transferred to IEPF Suspense Account till date are uploaded on Company's website at <https://www.dai-ichiindia.com/investor/>. No claim shall lie against the Company in respect of the unclaimed dividend amount and Equity Shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Shareholders can, however, claim both unclaimed dividend amount and Equity shares from the IEPF Authority by making an online application in web Form IEPF-5, the details of which are available on www.iepf.gov.in.
19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD1/P/ CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option of directly resolving their grievances with the RTA/ Company and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website.

20. With reference to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 8, 2023, titled Online processing of investor service requests and complaints, Company's RTA MUFG Intime India Private Limited has launched investor self-service portal named Swayam.

'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime India Private Limited.", Company's Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufig.com/>

- Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.



- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

21. Electronic copy of all the documents referred to in the accompanying Notice of the 65th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at <https://www.dai-ichiindia.com/investor/>.

22. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members remote e-voting facility in respect of the business to be transacted at the 65th AGM, facility for Members participating in the 65th AGM and to cast vote through e-voting system during the 65th AGM.

A. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- The e-voting period begins on Sunday, August 17, 2025, at 9:00 a.m. (IST) and shall end on Tuesday, August 19, 2025, 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 Wednesday, August 13, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 are 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS Facility</p> <p>If you are already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1) Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 2) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. 3) Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 4) Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>If the user is not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 1) Option to register is available at https://eservices.nsdl.com. 2) Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Please follow steps as given in Point 1-4 above. <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1) Visit the e-voting website of NSDL. 2) Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 3) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 4) 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. 5) 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider’s website 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. CDSL and NSDL

Login type	Helpdesk details
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 or contact at toll free no. 1800 21 09911.
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000



(iv) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For non-individual shareholders holding shares in Demat Form and shareholders holding shares in physical Form.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (3).

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant Company **DAI-ICHI KARKARIA LIMITED** on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolutions you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@dai-ichiindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical shareholders** - Shareholders holding shares in physical mode and who have not registered/ updated their e-mail address are requested to register/ update the same by sending duly filled Form ISR-1 to MUFG Intime India Private Limited, Company's RTA at rnt.helpdesk@in.mpms.muvg.com along with copies of the requisite documents in support of address of the shareholders.

Shareholders may download the prescribed forms at the website of the Company under Investors Section at <https://www.dai-ichiindia.com/investor/> or through RTA's website at <https://web.in.mpms.muvg.com/KYC-downloads.html>.

2. **For Demat shareholders** - Shareholders are requested to register/update their email id & mobile number with the respective Depository Participants (DP) and updation of email id & mobile number are mandatory for Individual Demat shareholders for e-voting & joining virtual meetings through Depository.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** i.e. on or before August 13, 2025 mentioning their name, demat account number/folio number, email id, mobile number at investor@dai-ichiindia.com. The Shareholders desiring any information are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.



10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurax, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. Wednesday, August 13, 2025 can view the Notice of the 65th AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedures as mentioned above or by voting at the AGM.

Ms. Vinita Nair (Membership No. F10559 and COP No. 11902), Joint Managing Partner, or in her absence any other Partner of M/s. Vinod Kothari & Company, Practising Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting process and process of e-voting during the 65th AGM in a fair and transparent manner. Remote e-voting is optional to the shareholders; the shareholders can alternatively undertake the process of e-voting during the AGM. The Shareholders attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The Shareholders who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting during the AGM. If a Member casts his / her vote by both modes, then voting done through remote e-voting shall prevail and the e-voting done during the AGM shall be treated as invalid. The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website www.dai-ichiindia.com and on the website of CDSL within two days from the conclusion of the AGM of the Company and communicated to BSE Limited.

23. In terms of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) and Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, details of Director seeking appointment/ re-appointment at the 65th Annual General Meeting are as under:

Name of the Director	Mr. Adi Jehangir (DIN: 00001752)	Mr. Ashok Hiremath (DIN: 00349345)
Age	68 years	69 years
Brief resume, Qualification and Expertise	Ms. Adi Jehangir is a Commerce Graduate and has more than 30 years of experience in Investment Business.	Mr. Ashok Hiremath, has a master's degree in engineering from University of Oxford and a Post Graduate Diploma in Chemical Engineering from University College, University of London. He has more than 40 years of experience in the Chemical Industry. He founded Astec LifeSciences Limited in 1994. He was awarded the Dombivli Giants Award for Industry in 2008 and the Udyog Rattan Award by the Institute of Economic Studies in 2010 and several other awards for his excellence in chemical Industry.
Terms and conditions of appointment/ re-appointment	Re-appointed as Non-Executive Director, liable to retire by rotation.	As per the resolution at Item No. 4 of Notice of AGM dated May 16, 2025, read with explanatory statement thereto.
Last drawn remuneration (F.Y. 2024-25)	Nil (Except sitting fees of ₹ 2,00,000/- paid during F.Y. 2024-25)	Nil (Except sitting fees of ₹ 3,10,000/- paid during the F.Y. 2024-25)

DAI-ICHI KARKARIA LIMITED

Date of first appointment on the Board	19.2.1986	9.9.2020
Number of share held	100 equity shares	Nil
Relationship with Directors inter-se	Not related to any Directors/ KMP of the Company.	Not related to any Directors/ KMP of the Company.
Number of Board Meetings attended during FY 2024-25	4 (four) Board meetings were held and attended during F.Y. 2024-25	4 (four) Board meetings were held and attended during F.Y. 2024-25
List of Directorships held in other companies/ LLP	<ul style="list-style-type: none"> i. Cowhill Enterprises LLP ii. Amerado Enterprises LLP iii. Goodearth Enterprises LLP iv. Cowasji Jehangir Enterprises LLP v. Wild Flower Enterprises LLP vi. Jehangir Brand Management Private Limited vii. Broadview Research Private Limited 	<ul style="list-style-type: none"> i. Astec Lifesciences Limited ii. Behram Chemicals Private Limited iii. Sahbhagi Financial Advisory Private Limited iv. Altimax Financial Services Private Limited v. Astec Crop Care Private Limited vi. Fairdeal Wealth Advisory Private Limited vii. Cabernet Trading and Advisory LLP viii. Hiremath Family Foundation
Chairman/ Member of the Committees of Boards of other companies	Nil	Astec Lifesciences Limited: <ul style="list-style-type: none"> i. Chairman- Risk Management Committee ii. Chairman- CSR Committee iii. Member- Audit Committee iv. Member - Managing Committee



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS:

Item no. 4

Mr. Ashok Hiremath (DIN: 00349345) was appointed as Independent Director of the Company for a term of 5 years commencing from September 9, 2020, pursuant to the provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI Listing Regulations.

The Board of Directors ("Board"), upon the recommendation of the Nomination & Remuneration Committee ("NRC") and considering the expertise, experience and contribution made by Mr. Ashok Hiremath during his first term and based on his positive performance evaluation, approved his re-appointment as Non-Executive Independent Director for a second term of 5 (five) consecutive years for a term effective from September 8, 2025 to September 7, 2030, subject to the approval of the Members of the Company.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the Independent Director(s) such as experience, expertise and independence, etc. Basis those attributes, the NRC recommended re-appointment of Mr. Ashok Hiremath as Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years effective from September 8, 2025 to September 7, 2030, not liable to retire by rotation.

In the opinion of the Board, Mr. Ashok Hiremath fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board was satisfied that the appointment is justified and would be in the interest of the Company due to his following skills and expertise:

- Mr. Ashok Hiremath has a master's degree in engineering from University of Oxford and a Post Graduate Diploma in Chemical Engineering from University College, University of London.
- He has more than 40 years of experience in the Chemical Industry.
- He founded Astec LifeSciences Limited in 1994.
- He was awarded the Dombivli Giants Award for Industry in 2008 and the Udyog Rattan Award by the Institute of Economic Studies in 2010 and several other awards for his excellence in chemical Industry.

Mr. Ashok Hiremath fulfils the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the re-appointment of Mr. Ashok Hiremath for the office of independent director under the provisions of Section 149 of the Act.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, re-appointment of Mr. Ashok Hiremath (DIN: 00349345) as an Independent Director is being placed before the Members in the 65th Annual General Meeting for their approval as a Special resolution. The profile and specific areas of expertise of Mr. Ashok Hiremath are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel except Mr. Ashok Hiremath and his relatives, to whom the resolution relates, are concerned or interested in the Resolution as set out in Item no. 4 of the Notice. The Board recommends the Special resolution set forth in Item No. 4 for the approval of the Members

Item No 5

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the Listing Regulations, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. For this purpose, the Board of Directors of the Company had appointed M/s Vinod Kothari & Company, a firm of Practising Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated December 12, 2024, amended the Listing Regulations. The amended regulations require companies to obtain shareholders' approval in the Annual General Meeting for appointment of Secretarial Auditors for a period of five consecutive years, on basis of recommendation of the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended the appointment of M/s Vinod Kothari & Company, a firm of Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030.

Vinod Kothari & Company ('Firm') has been engaged in practice as company secretaries in the field of corporate laws for over 36 years. The Firm is renowned for its commitment to quality and precision, has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The Firm was awarded twice with Best Secretarial Audit Report and once with best PCS award conferred by the ICSI. The Firm operates from all major cities i.e. Kolkata, Mumbai, New Delhi and Bengaluru. Vinod Kothari & Company has a team of 35+ members including 7 partners and focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, laws applicable to the BFSI sector and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies, and their expertise has earned the trust of industry leaders across sectors like BFSI, IT, manufacturing, pharmaceuticals, etc.

Furthermore, in terms of the amended regulations, M/s. Vinod Kothari & Company has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. They have also confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

The proposed remuneration in connection with the secretarial audit shall be ₹ 2,75,000 (Rupees Two lakhs Seventy-five thousand only) plus applicable taxes and other out-of-pocket expenses for F.Y. 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Secretarial Auditors. Besides the audit services, the Company would also obtain certifications from the Secretarial Auditors under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board of Directors, in consultation with the Audit Committee, may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution set out at item number 5 of the notice for approval by the members.

Item No 6

The Board, on recommendation of the Audit Committee, has approved the appointment of M/s. Diwanji & Associates, Cost Accountants, (Firm Registration no. 100227) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2026, at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) (plus applicable taxes and reimbursement of actual out of pocket expenses).

In accordance with the provisions of Sections 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration is required to be ratified by the Shareholders of the Company.

Accordingly, the consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item no. 6 for ratification of the remuneration payable to M/s. Diwanji & Associates, Cost Auditor for the Financial Year ending March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the Members.

Item No 7

Pursuant to the provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, ("SEBI Listing Regulations") all Material related party transactions and subsequent material modifications shall require prior approval of Shareholders. Further, explanation provided to Regulation 23(1) of SEBI Listing Regulations, states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds ₹ 1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. According to this definition, the relevant turnover was ₹ 181.38 Crores for the financial year 2024-25 and 10% of which is equal to ₹ 18.13 Crores.

Dai-ichi Karkaria Limited has a Joint venture with CTI Chemicals Asia Pacific Pte. Ltd., in ChampionX Dai-ichi India Private Limited (CXDI) in the ratio of 50:50 and both the Joint Venture partners supply key raw materials to CXDI. The Company expects to enter into transactions for Sale of Goods to CXDI up to a maximum aggregate value of ₹ 50 Crores (Rupees Fifty Crores Only) from the conclusion of this 65th Annual General Meeting upto the date of the next 66th Annual General Meeting for a period not exceeding fifteen months. The transactions proposed to be carried out will be on an arm's length basis, in the ordinary course of business and in the best interest of the Company. Hence, it is proposed to secure Members approval for the following related party transactions to be entered into by the Company.



Accordingly, on recommendation of the Audit Committee, the Board of Directors at their meeting held on May 16, 2025, have approved the above-mentioned related party transactions to be entered into with CXDI subject to the approval of Members. Members' approval is sought by way of Ordinary Resolution under Regulation 23 of SEBI Listing Regulations, to enable the Company to enter into the transactions for Sale of Goods to CXDI in one or more tranches from the conclusion of the forthcoming 65th AGM upto the date of the next 66th AGM for a period not exceeding fifteen months. However, transactions for Purchase of Goods from CXDI will be within the aforesaid limits of 10%, accordingly transactions from Purchase of Goods from CXDI will not be considered material.

Pursuant to SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the particulars of the transactions proposed to be entered with CXDI are as follows:

Name of the Related Party	ChampionX Dai-ichi India Private Limited
Name of the Director/KMP who is related	Mrs. Shernaz Vakil, Chairperson and Whole-time Director, is the Director of CXDI.
Nature of Relationship	Associate/Joint Venture Company as per Section 2(76)(viii) of the Companies Act 2013 and Regulation 2(1)(b) of the Listing Regulations
Estimated Amount	₹ 50 Crores (Rupees Fifty Crores only), from the conclusion of forthcoming 65th AGM upto the date of the conclusion of 66th AGM for a period not exceeding fifteen months.
Nature/Material terms/ Particulars of transactions	The transaction involves Sale of goods to CXDI in the normal course of business
Nature of concern or interest of the related party (financial/otherwise)	The Related Party would be the buyer of the goods sold by the Company.
Percentage of value of transaction/the Company's annual consolidated turnover for immediately preceding financial year (Based on consolidated turnover for FY 2024-2025)	27.56%
Justification as to why the proposed transaction is in the interest of the Company	The transactions proposed to be carried out will be on an arm's length basis and in the ordinary course of business pursuant to Joint Venture Agreement & supply agreement entered with the Related Party. Sale of goods are done at prevalent market price.
Any other information relevant or important for Members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs

None of the Directors and Key Managerial Personnel except Mrs. Shernaz Vakil and her relatives, to the extent of her Directorship in both the Companies are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 7. The Board recommends the Ordinary Resolution set out at Item no. 7 of the Notice for approval by the Members.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not) shall not vote on resolution set out at Item No. 7.

Item No 8

Pursuant to the provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, ("SEBI Listing Regulations") all Material related party transactions and subsequent material modifications shall require prior approval of shareholders. Further, explanation provided to Regulation 23(1) of SEBI Listing Regulations, states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds ₹ 1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. According to this definition, the relevant turnover was ₹ 181.38 Crores for the financial year 2024-25 and 10% of which is equal to ₹ 18.13 Crores.

Indian Oxides and Chemicals Private Limited (IOCL) is a related party of Dai-ichi Karkaria Limited as per Section 2(76)(iv) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations. The Company expects to enter into transactions for Purchase of Goods from IOCL up to a maximum aggregate value of ₹ 50 Crores (Rupees Fifty Crores Only), from the conclusion of this 65th Annual General Meeting upto the date of the next 66th Annual General Meeting for a period not exceeding fifteen months. The transactions proposed to be carried out will be on an arm's length basis, in the ordinary course of business and in the best interest of the Company. Hence, it is proposed to secure Members approval for the following related party transactions to be entered into by the Company.

Accordingly, on recommendation of the Audit Committee, the Board of Directors at their meeting held on May 16, 2025, have approved the above mentioned related party transactions to be entered into with IOCL, subject to the approval of Members. Members' approval is sought by way of Ordinary Resolution under Regulation 23 of Listing Regulations, to enable the Company to enter into the transactions for Purchase of Goods from IOCL in one or more tranches, from the conclusion of the forthcoming 65th AGM upto the date of the conclusion of 66th AGM for a period not exceeding fifteen months. However, transactions for Sale of Goods to IOCL will be within the aforesaid limits of 10%, accordingly transactions from Sale of Goods to IOCL will not be considered material.

Pursuant to SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the particulars of the transactions proposed to be entered with IOCL are as follows:

Name of the Related Party	Indian Oxides and Chemicals Private Limited
Name of the Director/KMP who is related	Mrs. Shernaz Vakil, Chairperson and Whole-time Director, is the Director & Member of IOCL.
Nature of Relationship	Related Party as per Section 2(76)(iv) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations
Estimated Amount	₹ 50 Crores (Rupees Fifty Crores only), from the conclusion of forthcoming 65th AGM upto the date of the conclusion of 66th AGM for a period not exceeding fifteen months.
Nature/Material terms/ Particulars of transactions	The transaction involves Purchase of Raw Materials from IOCL in normal course of business.
Nature of concern or interest of the related party (financial/otherwise)	The Related Party would be the seller of the raw material consumed by the Company for its finished product manufacturing
Percentage of value of transaction/the Company's annual consolidated turnover for immediately preceding financial year (Based on consolidated turnover for FY 2024- 2025)	27.56%
Justification as to why the proposed transaction is in the interest of the Company	The Company sources metal oxides from IOCL for its finished product manufacturing. This helps the Company with sourcing quality raw material at competitive market prices. The purchase of goods from IOCL is in the furtherance of the business activities and being undertaken on arms' length basis and in normal course of business.
Any other information relevant or important for Members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs

None of the Directors and Key Managerial Personnel except Mrs. Shernaz Vakil and her relatives, to the extent of her Directorship in both the Companies are concerned or interested, financially or otherwise in the Resolution as set out in Item no. 8. The Board recommends the Ordinary Resolution set out at Item no.8 of the Notice for approval by the Members.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not) shall not vote on resolution set out at Item No. 8.

Item No 9

The Memorandum of Association (MOA) as presently in force is proposed to be amended. The existing MOA is based on the erstwhile Companies Act, 1956. The alteration of MOA was necessary to bring them in line with the Companies Act, 2013. The clauses of the MOA needed to be re-aligned as per Table A of Schedule I of the Companies Act, 2013. The main objects of the Company provide a detailed description of the Company's business activities along with flexibility to undertake and explore any future business activity. Accordingly, the following key amendments have been made:

1. In Clause II, the reference to 'State of Bombay' has been changed to 'State of Maharashtra'.
2. Clause III of the MOA is divided into 2 parts i.e. main objects and ancillary objects. Further, since there have been significant development or changes in technology, business practices, social and economic environment globally and several new business opportunities have arisen, the main objects of the Company have been aligned with the Company's plans to innovate and explore different lines of business.
3. Clause IV has been replaced with "The Liability of the members is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them"



In terms of Sections 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the MOA of the Company. Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No 9 for adoption of new set of MOA of the Company as per Companies Act, 2013.

None of the directors, Key Managerial Personnel of the Company, or their relatives, are interested or concerned, financially or otherwise, in the resolution set out at item no. 9. The Board recommends the Special resolution set forth in Item No. 9 for the approval of the Members.

Item No 10

The Articles of Association (AOA) as presently in force is proposed to be amended. The existing AOA is based on the erstwhile Companies Act, 1956 and the existing AOA contains several references to specific sections of the Companies Act, 1956.

Since the changes required to make the AOA of the Company in tandem and to comply with relevant sections and, or provisions specifically 'Table F' under Schedule I of the Companies Act, 2013 and the rules made thereof were numerous, it is proposed to replace the existing AOA with the new AOA.

Highlights of alteration in AOA are as follows:

- (a) The AOA has been restructured and aligned with the provisions of the Companies Act, 2013 and rules thereunder;
- (b) References to sections of the Companies Act, 1956 have been substituted with the provisions of the Companies Act, 2013;
- (c) Provisions of the Companies Act, 2013, which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included;
- (d) During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of the AOA have also been changed and were required to be renumbered.

In terms of Sections 5 and 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments to the AOA of the Company. Accordingly, the consent of the members is sought for passing a Special Resolution as set out at Item No 10 for adoption of new set of AOA of the Company as per Companies Act, 2013.

None of the directors, Key Managerial Personnel of the Company, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 10. The Board recommends the Special resolution set forth in Item No. 10 for the approval of the Members

Further, the copy of such restated MOA and AOA of the Company is available for inspection at the registered office/corporate office of the Company, between 11.00 a.m. to 5.00 p.m. on any working days (except public holidays, Saturday and Sunday) till the conclusion of this Annual General Meeting.

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai – 400 020.

Place: Mumbai

Date: May 16, 2025

By Order of the Board
For Dai-ichi Karkaria Limited

Ankit Shah
Company Secretary & Compliance Officer