



DAI-ICHI KARKARIA LIMITED

CIN: L24100MH1960PLC011681

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

W: www.dai-ichiindia.com **E:** investor@dai-ichiindia.com **T:** 22-69117130.

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation 2015 (“Listing Regulations”), 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 or re-enactment thereof for the time being in force and as amended from time to time), Dai-ichi Karkaria Limited (“the Company”) seeks consent of the members of the Company for passing resolution by means of voting by Postal Ballot through electronic means. The proposed resolution and the statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the special business and the reasons thereof are annexed hereto for your consideration through postal ballot by remote e-voting process (“e-voting”).

In accordance with the MCA Circulars, members can vote only through the e-voting process. Accordingly, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes of this Postal Ballot Notice dated February 6, 2026, so as to cast their vote electronically not later than 5:00 p.m. (IST) on Friday, March 20, 2026, (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors of the Company has appointed Ms. Vinita Nair (FCS No: F10559 and COP No. 11902), Joint Managing Partner, or in her absence, any other Partner of M/s Vinod Kothari & Company, Practicing Company Secretaries as Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Scrutinizer will submit her report after completion of the scrutiny to the Chairperson or Company Secretary of the Company. The results of the e-voting conducted through Postal Ballot along with the Scrutinizer’s Report will be announced by the Chairperson or by the Company Secretary, on or before Monday, March 23, 2026. The Scrutinizer’s decision on the validity of votes cast through Postal Ballot will be final. The results declared along with the Scrutinizer’s Report will be displayed on the Company’s website www.dai-ichiindia.com and communicated to BSE Limited and Central Depository Services (India) Limited (“CDSL”).

SPECIAL BUSINESS:

Item no. 1: Re-appointment of Ms. Meher Vakil Taff (DIN: 07778396) as Managing Director of the Company, for a period of 3 (three) years from April 1, 2026, to March 31, 2029, including her terms of re-appointment and remuneration, and designating her as Vice-Chairperson, Chief Executive Officer and Managing Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V thereto and the Rules framed thereunder (including any statutory modification(s) or enactment(s) thereof), applicable provisions of the Listing Regulations, if any, the Articles of Association of the Company and the Nomination and Remuneration Policy and pursuant to the recommendation of the Nomination and Remuneration Committee and the Audit Committee and approval of the Board of Directors at their meeting held on February 6, 2026, the approval of shareholders of the Company be and is hereby accorded for re-appointment of Ms. Meher Vakil Taff (DIN: 07778396), as Managing Director of the Company for a period of 3 (three) years commencing from April 1, 2026 to March 31, 2029, and designate her as Vice-Chairperson, Chief Executive Officer and Managing Director of the Company, on such terms and conditions and remuneration as set out in the explanatory statement annexed hereto which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board, on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, be and is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the re-appointment of Ms. Meher Vakil Taff as Managing Director of the Company, designated as Vice-Chairperson, Chief Executive Officer and Managing Director, in such a manner as may be permissible in accordance with the provisions of the Act and the rules framed thereunder, Schedule V (including any modification or enactment thereto), without requiring to obtain any further approval from the shareholders during her tenure.

RESOLVED FURTHER THAT in the event of the Company incurring a loss or its profits are inadequate in any financial year during the currency of her tenure of three years, the Company shall pay to Ms. Meher Vakil Taff the remuneration as a minimum remuneration as set out in the Explanatory Statement annexed hereto, in accordance with the provisions of Schedule V to the Companies Act, 2013 read with Sections 196 and 197 to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary 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 or otherwise considered by them in the best interest of the Company.”

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

By order of the Board of Directors
For **Dai-ichi Karkaria Limited**

Place: Mumbai
Date: February 6, 2026

Ankit Shah
Company Secretary & Compliance Officer
Membership No. A35008

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) stating all material facts and the reason for the aforesaid special business is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice along with the instructions regarding e-voting is being sent only through electronic mode to those Members, whose names appear in the register of members/ register of beneficial owners and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/ Depository Participants/ Depositories as on Friday, February 13, 2026 (“the cut-off date”).
3. 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 (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at <https://www.dai-ichiindia.com/investor/>) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting and vote on the resolution set forth in this notice. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. In accordance with the MCA Circulars, physical copies of the Postal Ballot Notice, forms, and prepaid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The Company has availed the electronic voting platform of Central Depository Services (India) Limited (CDSL), to provide e-voting facility to its Members. The detailed procedure with respect to e-voting is mentioned in this Notice.
7. A copy of the Notice is available on the website of the Company at www.dai-ichiindia.com, the website of the Stock Exchange where the equity shares of the Company are listed, i.e. BSE Limited at www.bseindia.com and on the website of our e-voting agency i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
8. All documents referred to in the Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice upto the closure of the voting period. Members seeking to inspect such documents can send an e-mail to investor@dai-ichiindia.com.

9. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as of Friday, February 13, 2026, i.e. the cut-off date.
10. The e-voting shall commence on Thursday, February 19, 2026 (9:00 am onwards) and end on Friday, March 20, 2026 (upto 5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 13, 2026 may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for e-voting beyond 5:00 pm of Friday, March 20, 2026. Once a vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. Dispatch of the Notice shall be deemed to be completed on the date on which RTA sends out the communication for the postal ballot process by e-mail to the members of the Company.
11. The Board of Directors in its meeting held on February 6, 2026, appointed Ms. Vinita Nair (FCS No: F10559 and COP No. 11902), Joint Managing Partner, or in her absence any other partner of M/s Vinod Kothari & Company, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process and to scrutinize the e-voting process in a fair and transparent manner.
12. The resolution, if approved by the requisite majority, shall be deemed to have been passed on Friday, March 20, 2026 i.e. the last date specified for receipt of votes through the e-voting process.
13. 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.

(A) Pursuant to abovesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode i.e. CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	<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 & My Easi New (Token) 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. 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 & My Easi New (Token) 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 Depository	<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.

	<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 held 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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.

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 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

(B) Login method for e-voting 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) Additional 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTION PROPOSED IN THIS POSTAL BALLOT 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 Registrar and Transfer Agent at Investor.helpdesk@in.mpms.mufg.com along with copies of the requisite documents in support of address of the shareholder.

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.mufg.com/KYC-downloads.html>

- 2. For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) and updation of email id & mobile no. is mandatory for Individual Demat shareholders for e-voting.

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

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

ANNEXURE TO NOTICE

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

In respect of Item No. 1

Ms. Meher Vakil Taff (DIN: 07778396) was appointed as the Managing Director of the Company for a period of 3 (three) years from April 1, 2023, to March 31, 2026.

The Board of Directors in their meeting held on February 6, 2026, based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, approved the re-appointment of Ms. Meher Vakil Taff (DIN: 07778396) as Managing Director of the Company for a period of 3 (three) years commencing from April 1, 2026, to March 31, 2029, subject to the approval of the members by special resolution and as a part of succession planning approved her designation as Vice-Chairperson, Chief Executive Officer and Managing Director with effect from April 1, 2026. The terms and conditions of her re-appointment are specified hereinafter.

The Board recommends the Special resolution for re-appointment of Ms. Meher Vakil Taff (DIN: 07778396) as Managing Director of the Company and designate her as Vice-Chairperson, Chief Executive Officer and Managing Director of the Company, for approval of members through this postal ballot notice.

As required under Section II of Part II of the Schedule V to the Companies Act, 2013, the relevant details to be sent along with the notice convening the general meeting are as under:

I) General Information:

1. Nature of Industry: Specialty Chemical Industry
2. Date of commencement of commercial production: In the year 1963
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators:

Particulars for Financial year ended March 31, 2025	Rs. in Lakhs
Revenue from operations and other income	18,584
Operating Profit (before Finance Cost, Depreciation and Tax)	1,892
Profit before Tax after exceptional items	847

5. Foreign Investment or Collaborations, if any: In the Oil field sector, the Company has a Joint venture with CTI Chemicals Asia Pacific Pte. Ltd., in ChampionX Dai-ichi India Private Limited in the ratio of 50:50.

II) Information about the appointee:

Ms. Meher Vakil Taff:

- Background Details:** Ms. Meher Vakil Taff, 40 years, is the Managing Director of the Company and a Member of the Stakeholders Relationship Committee and the Corporate Social Responsibility Committee. She has been associated with the Company for the past 10 years and has been closely involved in its strategic development and growth during this period. Ms. Meher Vakil Taff holds a Bachelor of Arts in Economics and Business Institutions from Northwestern University, Illinois, USA, and brings strong expertise in Marketing and Business Development, along with a sound understanding of business operations and stakeholder management.
- Past remuneration:** During the Financial Year 2024-25, Ms. Meher Vakil Taff was paid Salary of Rs. 127.76 lakhs, Perquisites of Rs. 144.32 lakhs and Performance Incentive of Rs. 40.25 lakhs.
- Recognition or awards:** Ms. Meher Vakil Taff is recognized for her contributions to improving efficiency, execution discipline, and coordination across key functions including Marketing, Sales, IT, Finance, HR, and Production. She has been actively involved in designing and implementing business strategies, operating frameworks, and internal policies that strengthen performance, reinforce organizational culture, and support sustainable growth. Her professional experience includes working closely with multiple New York based companies on initiatives related to Marketing and Sales strategy, Business Operations, and Technology driven innovation, bringing valuable international perspective and best practices to the Company.
- Job profile and her suitability:** Based on her background, experience, and demonstrated leadership, Ms. Meher Vakil Taff is well suited to continue in her role as Managing Director. She has played a significant role in managing the business affairs of the Company, driving growth initiatives, strengthening customer relationships, and aligning teams to support long term strategic objectives. Her entrepreneurial approach, combined with disciplined execution and a forward-looking growth strategy, positions the Company to pursue sustained expansion and enhance long term shareholder value.
- Remuneration proposed:** The Board of Directors of the Company at its meeting held on February 6, 2026, approved the terms of remuneration for the period of three years commencing from April 1, 2026, to March 31, 2029, as under:
 - Salary:** The Basic salary proposed is Rs. 15,35,000/- (Rupees Fifteen Lakhs Thirty Five Thousand only) per month for Financial Year 2026-27 with annual increments of 15% for Financial Year 2027-28 and Financial Year 2028-29 respectively, subject to annual review of the Nomination and Remuneration Committee and the Board.

- Perquisites and Allowances:** In addition to the salary, Ms. Meher Vakil Taff shall also be entitled to perquisites and allowances like Free of cost furnished accommodation or House rent allowance in lieu thereof, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, servants' salary, children's education benefit, Medical reimbursement, accident and Mediclaim insurance, leave travel assistance, club fees and such benefits, and other perquisites and allowances in accordance with the Rules of the Company or as may be agreed between Ms. Meher Vakil Taff and the Board of Directors. Such perquisites and allowances will be subject to a maximum of 115% of the Basic salary.

Provision for use of the Company's car together with reimbursement of chauffeur's salary for official duties and telephone at residence, cellular phones (including payment of local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation fund or Annuity to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of the Company and to the extent not taxable under the Income-tax Act and encashment of leave at the end of her tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

- c. **Performance Linked Incentive:** In addition, an amount not exceeding Rs. 57,86,000/- (Rupees Fifty Seven Lakhs Eighty Six Thousand only) per annum for Financial Year 2026-27 with annual increments of 15% for Financial Year 2027-28 and Financial Year 2028-29 respectively, subject to annual review of the Nomination and Remuneration Committee and the Board.

The terms and conditions during the currency of her tenure of three years as Vice-Chairperson, Chief Executive Officer and Managing Director of the Company, may be altered or varied by the Board of Directors on recommendation of the Nomination and Remuneration Committee and Audit Committee, as it may deem fit and as may be permissible in accordance with the provisions of Schedule V to the Companies Act, 2013 read with Sections 196 and 197 to the Companies Act, 2013.

Ms. Meher Vakil Taff shall not be paid any sitting fees for attending the meeting of the Board of Directors of the Company or any Committee/s thereof.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The Board of Directors has approved the proposed remuneration after due consideration of prevailing remuneration levels of managerial personnel in the specialty chemical industry and other companies of comparable size. The Board has also taken into account the scope and responsibilities of the position, and the qualifications, experience, and contributions of Ms. Meher Vakil Taff in arriving at the proposed remuneration.
7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Besides the remuneration proposed to be paid to Ms. Meher Vakil Taff and 3,65,000 (4.90%) equity shares of the Company held by her, she does not have any other pecuniary relationship with the Company. Ms. Meher Vakil Taff is the daughter of Mrs. Shernaz Vakil, Chairperson and Whole-time Director of the Company.
8. **Other Terms:** Ms. Meher Vakil Taff shall be liable to retire by rotation whilst she continues to hold office of Vice-Chairperson, Chief Executive Officer and Managing Director of the Company; however, her retirement will not break her length of service.
- III. **Other Information: Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement, and Expected increase in productivity and profits in measurable terms:**

- Over the past few years, the Company has focused on rebuilding, strengthening, and future-proofing its operating base following the restoration of production capacity after the 2020 fire.
- Operations have progressively stabilized, supported by disciplined execution, operational improvements, and strategic investments aimed at improving efficiency, reliability, and asset utilization. As the Company operates in a specialised, order-based chemical business, capacity utilisation reflects order visibility rather than operational inefficiency.
- To maintain this positive momentum, the Company has expanded its presence across both domestic and international markets while continuing to strengthen its core operating capabilities.
- Strategic initiatives have been implemented focusing on cost optimization, improved production efficiencies, process enhancements, and safety, supporting long term operational excellence.
- The Company has continued to strengthen relationships with key customers while broadening its customer base to support sustainable and diversified growth.
- Focus has remained on expanding the product portfolio through innovation and value added offerings, enabling entry into new applications and markets.
- Ongoing investments in capacity expansion and capability building are intended to support future growth opportunities and address evolving market demand.
- Emphasis has been placed on prudent capital allocation, governance, and risk management to balance growth initiatives with financial discipline. The Company remains financially sound with a debt-free balance sheet.
- Investments in people, systems, and processes have enhanced organizational capability and execution strength.
- Collectively, these actions are designed to ensure financial sustainability and create long-term value for shareholders.

None of the other Directors/Key Managerial Personnel except for Ms. Meher Vakil Taff and her relatives are considered concerned or interested financially or otherwise other than as directors and shareholders of the Company in the special resolution as set out in Item no. 1. The Board recommends the Special Resolution set out at Item no. 1 of the Notice for approval of the Members.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Name of the Director	Ms. Meher Vakil Taff
Age	40 years
Brief resume, Qualification and Expertise	Ms. Meher Vakil Taff, 40 years, is the Managing Director of the Company and a Member of the Stakeholders Relationship Committee and the Corporate Social Responsibility Committee. She has been associated with the Company for the past 10 years and has been closely involved in its strategic development and growth during this period. Ms. Meher Vakil Taff holds a Bachelor of Arts in Economics and Business Institutions from Northwestern University, Illinois, USA, and brings strong expertise in Marketing and Business Development, along with a sound understanding of business operations and stakeholder management. Ms. Meher Vakil Taff is recognized for her contributions to improving efficiency, execution discipline, and coordination across key functions including Marketing, Sales, IT, Finance, HR, and Production. She has been actively involved in designing and implementing business strategies, operating frameworks, and internal policies that strengthen performance, reinforce organizational culture, and support sustainable growth. Her professional experience includes working closely with multiple New York based companies on initiatives related to Marketing and Sales strategy, Business Operations, and Technology driven innovation, bringing valuable international perspective and best practices to the Company.
Terms and conditions of appointment/ reappointment	As per the resolution of the Postal Ballot Notice dated February 6, 2026, read with explanatory statement thereto.
Last drawn remuneration	As per the explanatory statement of the Postal Ballot Notice dated February 6, 2026.
Details of remuneration sought to be paid	As per the explanatory statement of the Postal Ballot Notice dated February 6, 2026.
Date of first appointment on the Board	April 1, 2019
No. of shares held	3,65,000 equity shares (4.90%)
Relationship with Directors inter-se	Ms. Meher Vakil Taff is the daughter of Mrs. Shernaz Vakil, Chairperson & Whole-time Director of the Company.
Number of Board Meeting attended during F.Y. 2025-26	4 (four) Board meetings were held and attended during F.Y. 2025-26.
List of Directorships held in other Companies/LLP	i. Rose Investments Limited ii. Dai-ichi GoseiChemicals India Limited iii. Natch Products and Services Private Limited iv. SFV Properties Private Limited
Chairman/Member of the Committees of Board of other Companies	Nil

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

By order of the Board of Directors
For **Dai-ichi Karkaria Limited**

Place: Mumbai
Date: February 6, 2026

Ankit Shah
Company Secretary & Compliance Officer
Membership No. A35008