NOTICE

NOTICE is hereby given that the Sixty-Sixth Annual General Meeting of DAI-ICHI KARKARIA LIMITED (L24100MH1960PLC011681) will be held on **Thursday, August 27, 2026, 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, 2026, 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, 2026, and the Report of the Auditors thereon.

2. To declare a dividend of ₹ 1.50 (15%) per equity share of face value of ₹ 10/- each for the Financial Year ended March 31, 2026.

3. To appoint a Director in place of Mrs. Shernaz Vakil (DIN: 00002519), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. 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, 2027, 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's Registration No. 100227), who were 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, 2027, be and is hereby ratified.

   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 approve Material Related Party Transactions with 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 Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 and rules made thereunder; other applicable laws / provisions, if any, the Company's Policy on Related Party Transactions and in accordance with the recommendations and approval of the Audit Committee and the Board of Directors, consent of the shareholders of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with 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, as per the details set out in the explanatory statement annexed to this notice and as the Board may deem fit up to a maximum aggregate value of ₹ 60,00,00,000 (Rupees Sixty Crores only), from the conclusion of the forthcoming 66th Annual General Meeting upto the date of the conclusion of 67th 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."

6. To approve Material Related Party Transactions with 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 Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 and rules made thereunder, other applicable laws / provisions, if any, the Company's Policy on Related Party Transactions and in accordance with the recommendations and approval of the Audit Committee and the Board of Directors, consent of the shareholders of the Company be and is hereby accorded to the Company, to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Indian Oxides and Chemicals Private Limited ("IOCL"), a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, as per the details set out in the explanatory statement annexed to this notice and as the Board may deem fit up to a maximum aggregate value of ₹ 60,00,00,000 (Rupees Sixty Crores only), from the conclusion of the forthcoming 66th Annual General Meeting upto the date of the conclusion of 67th 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."

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

Place: Mumbai
Date : May 8, 2026

By Order of the Board
For Dai-ichi Karkaria Limited

Ankit Shah
Company Secretary & Compliance Officer
Membership No. A35008

NOTES:

1. In compliance with the Circular Nos. 14/2020, 17/2020 and 03/2025 dated April 8, 2020, April 13, 2020, and September 22, 2025 respectively, and all other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars") that permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the shareholders at a common venue and in accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 66th Annual General Meeting ("AGM") of the Company is being conducted on Thursday, August 27, 2026 at 11:30 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, which does not require physical presence of shareholders at a common venue. The deemed venue for the 66th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a shareholders 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 shareholder of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders 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 shareholders 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 shareholders 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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI Listing Regulations in respect of business to be transacted with respect to the item of Special Business is annexed hereto.
7. In terms of Regulation 36(1)(b) of the Listing Regulations, a physical communication containing the web-link and the exact path where the Annual Report is available, is being sent to Shareholders who have not registered their e-mail address with the RTA of the Company / Depository Participant(s).
8. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-voting, participation in the 66th AGM through VC/OAVM Facility and e-voting during the 66th AGM.
9. The shareholders 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 shareholders on first come first serve 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 serve basis.
10. In line with the said MCA and SEBI Circulars, the Notice of the 66th AGM along with the Annual Report for Financial Year 2025-26 is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depository Participant(s)/ Registrars and Transfer Agents (RTA). The Notice convening the 66th 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.
11. As per Regulation 40(1) of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form.
12. The listed companies shall issue the securities in dematerialised form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition etc. The shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4 the format of which is available on the website of the Company at https://www.dai-ichiindia.com/investor/ and on the website of the Company's RTA at https://web.in.mpms.mufg.com/KYC-downloads.html. After necessary due-diligence by RTAs/listed companies, securities will be directly credited to the demat account of the shareholder.
13. Shareholders 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. Shareholders 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. Shareholders holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders 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 shareholders in respect of the shares held by them. Shareholders may register their nomination by submitting Form No. SH-13. If a shareholder desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Shareholders 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 Investor.helpdesk@in.mpms.mufg.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 Thursday, August 20, 2026, as the Record Date for determining the entitlement of shareholders to the dividend for the Financial Year ended March 31, 2026. The dividend recommended by the Board of Directors, if declared at the 66th AGM, will be payable within seven days of the AGM, subject to approval of the shareholders, to those shareholders 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 Thursday, August 20, 2026 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 mode. 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.mufg.com/KYC-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 shareholders holding shares in physical form in relation to the applicable SEBI Circular(s).

b) Shareholders holding shares in dematerialized 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 dematerialized 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 the requirement of the Income Tax Act, 2025, dividend paid or distributed by the Company is taxable in the hands of the shareholders. Therefore, the Company is required to deduct the tax at source ("TDS") from dividend paid to the shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Income Tax Act, 2025 applicable to current financial year. The Shareholders are requested to update their Permanent Account Number (PAN) with the Company / MUFG Intime India Private Limited, Company's 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 shareholders 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 shareholders 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. 121, 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.mufg.com/formsreg/submission-of-Form-121-41.html latest by Wednesday, August 19, 2026. 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 41 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.mufg.com/formsreg/submission-of-Form-121-41.html latest by Wednesday, August 19, 2026.

17. Details of shareholders 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.

18. SEBI vide its Circular dated July 31, 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 circular, 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.

19. The Company's Registrar and Share Transfer Agent 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.mufg.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.

20. The Registers and and the relevant documents referred to in this Notice will be available, electronically, for inspection by the shareholders on all working days, from the date of circulation of this Notice upto the date of AGM and during the AGM. Shareholders seeking to inspect such documents can send an e-mail to investor@dai-ichiindia.com mentioning his / her / its folio number / DP ID and Client ID.

21. 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 shareholders remote e-voting facility in respect of the business to be transacted at the 66th AGM, facility for participating in the 66th AGM and to cast vote through e-voting during the 66th AGM.

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

(i) The e-voting period begins on Monday, August 24, 2026, at 9 a.m. (IST) and shall end on Wednesday, August 26, 2026, at 5 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, August 20, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

(iii) 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**	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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 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**	**A. NSDL IDeAS Facility** **If you are already registered for NSDL IDeAS facility:** 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.

	If the user is not registered for IDeAS e-Services, follow the below steps: 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. **B. E-voting website of NSDL** 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 & e-voting during the meeting.
Individual shareholders (holding securities in demat mode) login through their **Depository Participants**	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: Shareholders 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**	Shareholders 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**	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-48867000 and 022-24997000

(iv) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders and 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) • 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. • 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 Investor.helpdesk@in.mpms.mufg.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.mufg.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 and 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 Wednesday, August 19, 2026 by 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 Futurex, 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 shareholders of the Company after the dispatch 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. Thursday, August 20, 2026 can view the Notice of the 66th 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.

Mr. Alwyn D'Souza, Practicing Company Secretary (Membership No. FCS 5559), failing him, Mr. Vijay Sonone, Practicing Company Secretary (Membership No. FCS 7301), Partners of Alwyn Jay & Co, Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting process and process of e-voting during the 66th 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 shareholder can opt for only one mode of voting i.e. either through remote e-voting or e-voting during the AGM. If a shareholder 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.

22. 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) details of Director seeking re-appointment at the 66th Annual General Meeting:

Name of the Director	Mrs. Shernaz Vakil (DIN: 00002519)
Age	74 years
Brief resume, Qualification and Expertise	Mrs. Shernaz Vakil holds M.A. degree in Industrial Psychology from Bombay University and M.B.A. degree from U.S.A. and has more than 40 years of experience in business.
Terms and conditions of re-appointment	As per the resolution at Item No. 2 of the Postal Ballot Notice dated January 23, 2025, read with explanatory statement thereto. In terms of Section 152(6) of the Companies Act, 2013, she is liable to retire by rotation.
Last drawn remuneration (FY 2025-26)	Remuneration drawn by her for FY 2025-26 was ₹ 389.75 Lakhs (including amount of Performance Incentive).
Date of first appointment on the Board	26.02.1979
No. of share held	34,07,169 equity shares (45.73 %)
Relationship with Directors inter-se	Mrs. Shernaz Vakil is the mother of Ms. Meher Vakil Taff, Vice-Chairperson, Chief Executive Officer & Managing Director of the Company.
Number of Board Meeting attended during FY 2025-26	4 (four) Board meetings were held and attended during FY 2025-26
List of Directorships held in other companies/ LLP	Dai-ichi Goseichemicals (India) Limited Rose Investments Limited ChampionX Dai-ichi India Private Limited Indian Oxides and Chemicals Private Limited Natch Products and Services Private Limited Performance Polymers and Chemicals Private Limited SFV Properties Private Limited
Chairman/ Member of the Committees of Board of other companies	**Rose Investments Limited** Chairperson- Stakeholders Relationship Committee **ChampionX Dai-ichi India Private Limited** Chairperson - CSR Committee

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

Item No. 4

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, 2027, on 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, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item no. 4 for ratification of the remuneration payable to M/s. Diwanji & Associates, Cost Auditor for the Financial Year ending March 31, 2027.

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. 4 of the Notice. The Board recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the shareholders.

Item No. 5

Pursuant to the provision of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), all Material related party transactions and subsequent material modifications shall require prior approval from the shareholders. Pursuant to Regulation 23(1) read with Schedule XII of SEBI Listing Regulations, 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 10% of the Company's annual consolidated turnover. According to the above threshold specified, the consolidated turnover of the Company was ₹ 161.30 Crores for the Financial Year 2025-26, 10% of which is equal to ₹ 16.13 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 carries out various business transaction with CXDI. The Company expects to enter into transactions for sale or purchase of goods and rendering and/or availing of the services for business purpose and towards allocation of staff with CXDI up to a maximum aggregate value of ₹ 60,00,00,000 (Rupees Sixty Crores only). 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 shareholders' approval for the following related party contracts/ arrangements to be entered into by the Company.

The Management of the Company has provided the Audit Committee, with relevant details, as required under SEBI Circular on related party transactions Industry Standards (RPTs Industry Standards) about the proposed transactions with CXDI including rationale, material terms, justification as to why the proposed transactions are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director and Chief Financial Officer confirming that the proposed related party transactions with CXDI is on arm’s length basis, in the ordinary course of business, are fair, reasonable and not detrimental to the interest of the Company.

The Board of Directors of the Company at their meeting held on May 8, 2026 on the basis of relevant details provided by the Management of the Company in line with the requirements under SEBI Circular on RPTs Industry Standards have reviewed and accorded their consent for entering into and/or carrying out and/or continuing with existing contracts / arrangements / transactions or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise [whether individually or series of transaction(s) taken together or otherwise] for sale or purchase of goods and rendering and / or availing of the services for business purpose and towards allocation of staff with CXDI up to a maximum aggregate value of ₹ 60,00,00,000 (Rupees Sixty Crores only) in one or more tranches from the conclusion of the forthcoming 66th AGM upto the date of the next 67th AGM for a period not exceeding fifteen months in the ordinary course of business and at arm’s length basis subject to approval of shareholders of the Company.

The details as required under SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (as updated through SEBI Master Circular dated January 30, 2026) along with RPTs Industry Standards on “Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions” are as follows:

S. No.	**Particulars of the information**	**Information provided by the Management**
A(1): Basic details of the related party		
1.	Name of the related party	ChampionX Dai-ichi India Private Limited ("CXDI")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacture of chemicals and chemical products

<table>
<tr><td colspan="3">A(2): Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Associate/Joint Venture Company as per Section 2(76)(viii) of the Companies Act 2013 and Regulation 2(1)(b) of the SEBI Listing Regulations</td></tr>
<tr><td>a.</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 11,25,000 equity shares, which is 50% of paid-up equity share capital of CXDI.</td></tr>
<tr><td>b.</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>c.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>Nil</td></tr>
<tr><td colspan="3">A(3): Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>₹ 25,93,98,178 (For the FY 2025-26)
Details of Transactions:<table><tr><th>Nature of Transactions</th><th>F.Y. 2025-26 (in ₹)</th></tr><tr><td>Sale of Oilfield Chemicals</td><td>25,79,27,346</td></tr><tr><td>Reimbursement of expenses towards allocation of staff</td><td>14,70,832</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>₹ 25,93,98,178 (For the FY 2025-26)
Details of transactions are same as stated above in Point No A(3)1.</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td></tr>
<tr><td colspan="3">A(4): Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of shareholders.</td><td><table><tr><th>Sr. No</th><th>Nature of the Proposed transactions</th><th>Value of the proposed transaction</th></tr><tr><td>1.</td><td>Sale of Oilfield Chemicals</td><td>₹ 55 crores</td></tr><tr><td>2.</td><td>Purchase of Oilfield Chemicals</td><td>₹ 4 crores</td></tr><tr><td>3.</td><td>Expenses towards allocation of staff and other reimbursement expenses between the Companies</td><td>₹ 1 crore</td></tr><tr><td></td><td>Total</td><td>₹ 60 crores</td></tr></table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? (Yes or No?)</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year (%)</td><td>37.20% (as on 31.3.2026)</td></tr>
</table>

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. (%)	103.35 % (as on 31.03.2026)
6.	Financial performance of the related party for the immediately preceding financial year:	
	Particulars	**FY 2025-26 (₹)**
	Turnover	₹ 58,05,33,868/-
	Profit/(Loss) after tax	₹ 4,94,74,264/-
	Net worth	₹ 46,33,92,580/-
A(5): Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Sale or purchase of goods and rendering and / or availing of the services for business purpose and towards allocation of staff, at arm's length basis and in ordinary course of business
2.	Details of each type of the proposed transaction	a. Sale of Oilfield Chemicals. b. Purchase of Oilfield Chemicals. c. Expenses towards allocation of staff and other reimbursement expenses between the Companies.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the conclusion of 66th AGM upto the date of the conclusion of 67th AGM for a period not exceeding fifteen months
4.	Whether omnibus approval is being sought? (Yes or No)	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 60,00,00,000 (Rupees Sixty Crores only) A year-wise volume cannot be estimated since the transactions are opportunity based and is dependent on prevailing market conditions.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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. All the transactions will be done at prevalent market price, so that the Company does not miss out on a market opportunity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mrs. Shernaz Vakil, Chairperson and Whole-time Director, is the Director of CXDI.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts

Part B: Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A		
B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price.	Market Competitive Prices
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

None of the Directors and / or Key Managerial Personnel except Mrs. Shernaz Vakil and her relatives, to the extent of their Directorship in both the Companies are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 5. The Board recommends the Ordinary Resolution set out at Item no. 5 of the Notice for approval by the shareholders.

The shareholders 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 to approve the resolution set out at Item No. 5.

Item No. 6

Pursuant to the provision of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), all Material related party transactions and subsequent material modifications shall require prior approval from the shareholders. Pursuant to Regulation 23(1) read with Schedule XII of SEBI Listing Regulations, 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 10% of the Company's annual consolidated turnover. According to the above threshold specified, the consolidated turnover of the Company was ₹ 161.30 Crores for the Financial Year 2025-26, 10% of which is equal to ₹ 16.13 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 or sale of goods and rendering and/or availing of the Services for business purpose and towards allocation of staff with IOCL up to a maximum aggregate value of ₹ 60,00,00,000 (Rupees Sixty Crores only), from the conclusion of the forthcoming 66th AGM upto the date of the next 67th AGM 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 shareholders' approval for the following related party transactions to be entered into by the Company.

The Management of the Company has provided the Audit Committee, with relevant details, as required under SEBI Circular on related party transactions Industry Standards (RPTs Industry Standards) about the proposed transactions with IOCL including rationale, material terms, justification as to why the proposed transactions are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director and Chief Financial Officer confirming that the proposed related party transactions with IOCL is on arm’s length basis, in the ordinary course of business, are fair, reasonable and not detrimental to the interest of the Company.

The Board of Directors of the Company at their meeting held on May 8, 2026, on the basis of relevant details provided by the Management of the Companyt in line with the requirements under SEBI Circular on RPTs Industry Standards have reviewed and accorded their consent for entering into and/or carrying out and/or continuing with existing contracts / arrangements / transactions or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise [whether individually or series of transaction(s) taken together or otherwise] for purchase or sale of goods and rendering and / or availing of the services for business purpose and towards allocation of staff with IOCL up to a maximum aggregate value of ₹ 60,00,00,000 (Rupees Sixty Crores only) in one or more tranches, from the conclusion of the forthcoming 66th AGM upto the date of the next 67th AGM for a period not exceeding fifteen months in the ordinary course of business and at arm's length basis subject to approval of shareholders of the Company.

The details as required under SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (as updated through SEBI Master Circular dated January 30, 2026) along with RPTs Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are as follows:

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td colspan="3">A(1): Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>Indian Oxides and Chemicals Private Limited ("IOCL")</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Manufacture of chemicals and chemical products</td></tr>
<tr><td colspan="3">A(2): Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Related Party as per Section 2(76)(iv) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations</td></tr>
<tr><td>a.</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td>b.</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>c.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>Nil</td></tr>
<tr><td colspan="3">A(3): Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>₹ 8,74,80,000 (For FY 2025-26)<table><tr><th>Nature of Transactions</th><th>F.Y. 2025-26 (in ₹)</th></tr><tr><td>Purchase of metal oxides</td><td>8,59,80,000</td></tr><tr><td>Reimbursement of expenses towards allocation of staff</td><td>15,00,000</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>₹ 8,74,80,000 (For FY 2025-26)
Details of transactions are same as stated above in Point No A(3)1.</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td></tr>
</table>

<table>
<tr><td colspan="3">A(4): Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the shareholders.</td><td>
<table>
<tr><th>Sr. No</th><th>Nature of the Proposed transactions</th><th>Value of the proposed transaction</th></tr>
<tr><td>1.</td><td>Purchase of goods</td><td>₹ 55 crores</td></tr>
<tr><td>2.</td><td>Sale of goods</td><td>₹ 4 crores</td></tr>
<tr><td>3.</td><td>Expenses towards allocation of staff and other reimbursement expenses between the Companies</td><td>₹ 1 crore</td></tr>
<tr><td></td><td>Total</td><td>₹ 60 crores</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? (Yes or No?)</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (%)</td><td>37.20% (as on 31.3.2026)</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. (%)</td><td>15.10 % (as on 31.3.2026)</td></tr>
<tr><td>6.</td><td colspan="2">Financial performance of the related party for the immediately preceding financial year:</td></tr>
<tr><td></td><td>Particulars</td><td>FY 2025-26 (₹)</td></tr>
<tr><td></td><td>Turnover</td><td>₹ 3,97,14,27,664/-</td></tr>
<tr><td></td><td>Profit/(Loss) after tax</td><td>₹ (44,44,584)/-</td></tr>
<tr><td></td><td>Net worth</td><td>₹ 76,53,26,608/-</td></tr>
<tr><td colspan="3">A(5): Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Purchase or sale of goods and rendering and / or availing of the services for business purpose and towards allocation of staff, at arm's length basis and in ordinary course of business</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>a. Purchase of goods.
b. Sale of goods.
c. Expenses towards allocation of staff and other reimbursement expenses between the Companies.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>From the conclusion of 66th AGM upto the date of the conclusion of 67th AGM for a period not exceeding fifteen months</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought? (Yes or No)</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>₹ 60,00,00,000 (Rupees Sixty Crores only)
A year-wise volume cannot be estimated since the transactions are opportunity based and is dependent on prevailing market conditions.</td></tr>
</table>

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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 related party transactions with IOCL are in the furtherance of the business activities and being undertaken on arm's length basis and in normal course of business. All the transactions will be done at prevalent market price, so that the Company does not miss out on a market opportunity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mrs. Shernaz Vakil, Chairperson and Whole-time Director, is the Director of IOCL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mrs. Shernaz Vakil, holds 18,35,800 equity shares, 84.99% of paid up equity share capital in IOCL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts

Part B: Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A		
B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price.	Market Competitive Prices
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

None of the Directors and / or Key Managerial Personnel except Mrs. Shernaz Vakil and her relatives, to the extent of their Directorship in both the Companies are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 6. The Board recommends the Ordinary Resolution set out at Item no.6 of the Notice for approval by the shareholders.

The shareholders 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 to approve the resolution set out at Item No. 6.

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

Place: Mumbai
Date: May 8, 2026

By Order of the Board
For Dai-ichi Karkaria Limited

Ankit Shah
Company Secretary & Compliance Officer
Membership No. A35008