

NOTICE

NOTICE IS HEREBY GIVEN THAT the 38th (Thirty Eighth) Annual General Meeting of Mitsu Chem Plast Limited will be held on Friday, July 31, 2026 at 3:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements and Reports thereon:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Directors and Auditors thereon.

Item No. 2: Declaration of Dividend:

To declare final dividend on the equity shares of the Company for the financial year ended 31st March 2026.

Item No. 3: Appointment of Director in place of Director retiring by rotation:

To appoint a Director, in place of Mr. Jagdish Liladhar Dedhia (DIN: 01639945), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4. Appointment of Mr. Ajit Eledath Venugopalan (DIN: 09439069) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV of the Companies Act, 2013 (the "Act") and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in

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force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Ajit Eledath Venugopalan (DIN: 09439069) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from May 28, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act from the member of the Company proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from May 28, 2026 upto May 27, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 5. Re-appointment of Mr. Hasmukh Bhavanji Dedhia (DIN: 07510925) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions, if any, of the Act and the Rules made thereunder and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any

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statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Hasmukh Bhavanji Dedhia (DIN:07510925), who holds office of Independent Director up to May 31, 2026 and who has submitted a declaration that he meets with the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, signifying the member's intention to propose Mr. Hasmukh Bhavanji Dedhia's candidature for the office of Director and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years w.e.f. June 1, 2026 upto May 31, 2031 and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Members of the Company be and hereby approve continuation of Directorship of Mr. Hasmukh Bhavanji Dedhia (DIN: 07510925), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years till the expiry of his current term i.e. till May 31, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

Item No. 6 Appointment of Mr. Pankaj Janardan Gharat (11810105) as Executive Director (Non-Independent) of the Company.

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

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“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Articles of Association of the Company and subject to such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Pankaj Janardan Gharat (DIN: 11810105), who was appointed as an Additional Director of the Company with effect from July 07, 2026 pursuant to Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Act read with Schedule V thereto, approval of the Members be and is hereby accorded for the appointment of Mr. Pankaj Janardan Gharat (DIN: 11810105) as an Executive Director of the Company for a period of 5 (Five) consecutive years with effect from July 07, 2026, whose office shall be liable to retirement by rotation.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for the payment of remuneration, benefits, perquisites and allowances for the period of 3 (Three) years with effect from July 07, 2026 as under:

REMUNERATION

a) Annual Compensation:

Annual Compensation of upto ₹ 24 Lakhs (Rupees Twenty-Four Lakhs) per annum with such increments as may be decided from time to time.

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b) Benefits, Perquisites, Allowances:

- i. Contribution to Provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961;
- ii. Gratuity benefits in accordance with the rules and regulations in force in the Company from time to time;
- iii. Other perquisites shall include expenses/reimbursement towards driver's salary, food vouchers, gas, electricity, water, furnishings and repairs, membership fees/subscription of clubs, expenses incurred towards travelling, boarding and lodging including for Mr. Pankaj Janardan Gharat's spouse and attendant(s) during business trips, actual medical expenses incurred in India and/or abroad including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance, term life insurance or any other insurance premium paid as per the policy of the Company.
- iv. Earned/privilege leave, sick leave and casual leave shall be entitled as per the policy of the Company. He shall also be entitled to Leave encashment which shall be as per the policy of the Company.
- v. Such other perquisites, allowances, benefits and amenities as per the policy/rules of the Company in force and/or as may be approved from time to time.

The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

c) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Pankaj Janardan Gharat's tenure, the Company has no profits or the profits are inadequate, the Company shall pay in respect of such financial year, the minimum remuneration by way of salary, perquisites, allowances and other benefits as specified

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above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 7: Change in designation of Mr. Jagdish Liladhar Dedhia (DIN:01639945) from Chairman & Whole Time Director of the Company to Non-Executive (Non-Independent) Chairman of the Company and approval for the remuneration payable thereof:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the provisions of the Articles of Association of the Company and such other applicable laws, regulations and approvals, if any, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for change in designation of Mr. Jagdish Liladhar Dedhia (DIN: 01639945) from Chairman & Whole Time Director to Non-Executive (Non-Independent) Chairman of the Company, with effect from July 07, 2026 for a period of 5 (Five) consecutive years and whose terms of office shall be liable to retirement by rotation as per section 152(6) of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to provisions of Sections 197, 198, 188 and other applicable provisions of the Companies Act, 2013 (“the Act”), the underlying rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the

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Nomination and Remuneration Committee and approval of the Board, the consent of the members of the Company be and is hereby accorded for payment of Rs. 27,00,000/- (Rupees Twenty Seven Lakhs only) to Mr. Jagdish Liladhar Dedhia from July 07, 2026 till March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 8: Payment of Remuneration to Mr. Jagdish Liladhar Dedhia (DIN: 01639945), Non-Executive, (Non-Independent) Chairman of the Company, for the Financial Year 2027-28.

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

"RESOLVED THAT pursuant to provisions of Sections 197, 198, 188 and other applicable provisions of the Companies Act, 2013 ("the Act"), the underlying rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment to Mr. Jagdish Liladhar Dedhia (DIN: 01639945), Non-Executive (Non-Independent) Chairman of the Company, for an amount not exceeding Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) for the Financial Year 2027-28.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the non-executive Directors."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as

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may be considered necessary or desirable to give effect to this resolution in this regard.”

Item No. 9 Approval for change in designation of Mr. Sanjay Mavji Dedhia (DIN: 01552883) from Managing Director of the Company to Executive Vice Chairman and Managing Director of the Company and increase in remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for change in designation of Mr. Sanjay Mavji Dedhia (DIN:01552883) from Managing Director to Executive Vice Chairman & Managing Director of the Company for the term of five consecutive years with effect from July 07, 2026, on the terms and conditions as approved by the Board of Directors and whose terms of office shall be liable to retirement by rotation.

RESOLVED FURTHER THAT pursuant to his contribution to the Company’s sustained growth and overall financial performance, based on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for payment of remuneration, benefits, perquisites and allowances for the term of three years to Mr. Sanjay Mavji Dedhia w.e.f. April 01, 2026 as follows:

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REMUNERATION

a) Annual Compensation:

Annual Compensation of upto ₹ 200 lakhs (Rupees Two Hundred Lakhs) per annum with such increments as may be decided from time to time.

b) Commission:

Mr. Sanjay Mavji Dedhia shall also be paid commission to the extent of 1% of the net profit of the Company for the relevant financial year, as may be determined at the end of each financial year or a part of the year, as calculated under Section 198 and such other applicable provisions, if any, of the Act, as may be determined from time to time.

c) Benefits, Perquisites, Allowances:

- i. Contribution to Provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961;
- ii. Gratuity benefits in accordance with the rules and regulations in force in the Company from time to time;
- iii. Other perquisites shall include expenses/reimbursement towards driver's salary, food vouchers, gas, electricity, water, furnishings and repairs, membership fees/subsorption of clubs, expenses incurred towards travelling, boarding and lodging including for Mr. Sanjay Mavji Dedhia's spouse and attendant(s) during business trips, actual medical expenses incurred in India and / or abroad including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance, term life insurance or any other insurance premium paid as per the policy of the Company.
- iv. Earned/privilege leave, sick leave and casual leave shall be entitled as per the policy of the Company. He shall also be entitled to Leave encashment which shall be as per the policy of the Company.

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- v. Such other perquisites, allowances, benefits and amenities as per the policy/rules of the Company in force and/or as may be approved from time to time.

The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

d) **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Sanjay Mavji Dedhia's tenure, the Company has no profits or the profits are inadequate, the Company shall pay in respect of such financial year, the minimum remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to this resolution."

Item No. 10 Approval for variation, in term of appointment of Mr. Manish Mavji Dedhia as Managing Director and CFO of the Company and of remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("Act") (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) read with Schedule V of the Act and based on the recommendation of Nomination and Remuneration Committee, consent of the members be and is hereby accorded, to re-appoint Mr. Manish Mavji Dedhia as Managing Director & CFO of the Company, for a fresh term of five years w.e.f. July 07, 2026, whose office shall be liable to retirement by rotation."

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RESOLVED FURTHER THAT pursuant to his contribution to the Company's sustained growth and overall financial performance, based on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for payment of remuneration, benefits, perquisites and allowances for the term of three years to Mr. Manish Mavji Dedhia w.e.f. April 01, 2026 are as follows:

REMUNERATION

a) Annual Compensation:

Annual Compensation of upto ₹ 200 lakhs (Rupees Two Hundred Lakhs) per annum with such increments as may be decided from time to time.

b) Commission:

Mr. Manish Mavji Dedhia shall also be paid commission to the extent of 1% of the net profit of the Company for the relevant financial year, as may be determined at the end of each financial year or a part of the year, as calculated under Section 198 and such other applicable provisions, if any, of the Act, as may be determined from time to time.

c) Benefits, Perquisites, Allowances:

- i. Contribution to Provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961;
- ii. Gratuity benefits in accordance with the rules and regulations in force in the Company from time to time;
- iii. Other perquisites shall include expenses/reimbursement towards driver's salary, food vouchers, gas, electricity, water, furnishings and repairs, membership fees/subsorption of clubs, expenses incurred towards travelling, boarding and lodging including for Mr. Manish

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Mavji Dedhia's spouse and attendant(s) during business trips, actual medical expenses incurred in India and / or abroad including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance, term life insurance or any other insurance premium paid as per the policy of the Company.

- iv. Earned/privilege leave, sick leave and casual leave shall be entitled as per the policy of the Company. He shall also be entitled to Leave encashment which shall be as per the policy of the Company.
- v. Such other perquisites, allowances, benefits and amenities as per the policy/rules of the Company in force and/or as may be approved from time to time.

The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Manish Mavji Dedhia's tenure, the Company has no profits or the profits are inadequate, the Company shall pay in respect of such financial year, the minimum remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to this resolution."

Item No. 11 Approval for increase in borrowing limits of the Company u/s 180(1)(c) of the Companies Act, 2013 from ₹200 crores to ₹500 crores

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

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“RESOLVED THAT in supersession to the special resolution passed by the members on 14th June 2016 and pursuant to the provisions of Section 180(1)(c) & and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereof for the time being in force) and all other applicable relevant rules and regulations thereunder, as amended from time to time, and as per the provisions of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors (the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute or any delegate for exercising the powers conferred on the Board by this Resolution and under Section 179 of the Act) to borrow from time to time, all such money(ies) as may be deemed requisite for the purpose of business (including new business ventures or prospects) of the Company, of both capital and revenue in nature, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, PROVIDED, however that the total amount so borrowed by the Board and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

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Item No. 12 Approval for creation of security on the assets of the Company upto ₹500 crores u/s 180(1)(a) of the Companies Act, 2013

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

“RESOLVED THAT in supersession to the special resolution passed by the members on 14th June 2016 and pursuant to the provisions of Section 180(1)(a) & and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereof for the time being in force) pursuant to approval of Board of Directors, consent of the members of the Company be and is hereby granted to mortgage and /or create charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future, and / or the whole or any part of the undertaking(s) of the Company in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company from time to time, subject to the limit of Rs. 500 crores (Rupees Five Hundred Crores Only) over and above the aggregate of the paid-up capital and free reserves (that is to say, reserves, not set apart for any specific purpose) of the Company, approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of

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exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into / to be entered into between the Company and the lender(s) / agent(s) / trustees, in respect of the said loans / borrowings/ debentures/bonds/other securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/ agreements as may be required and to do all acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

For and On Behalf of Board of Directors

Sd/-

Manish Dedhia

Managing Director

DIN : 01552841

Registered office:
329, Gala Complex, 3rd Floor,
Din Dayal Upadhyay Marg,
Mulund (W), Mumbai – 400 080.
CIN: L25111MH1988PLCO48925

Date: July 07, 2026

Place: Mumbai

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NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the business under Item Nos. 4 to 12 of the accompanying Notice, is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars". The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 38th AGM of the Company shall be conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 38th AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by

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the members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals/ HUF/ NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution / Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorisation shall be sent to the Scrutinizer by email through its registered email address to csshreyahshah@gmail.com with a copy marked to ivote@bigshareonline.com.
5. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name are advised to make nomination in respect of their shareholding. Members holding shares in dematerialized form can lodge their nomination with their Depository Participant ("DP").
6. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), bank details, NECS, mandates, nominations, power of attorney etc., to their Depository Participant(s).
7. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 25, 2026 to Friday, July 31, 2026 (both days inclusive).

Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account

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number/folio number, email id, mobile number at investor@mitsuchem.com. The same will be replied by the Company suitably.

9. Dispatch of Annual Report through electronic mode:
 - (a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at www.mitsuchem.com and on the website of BSE Limited at www.bseindia.com and on the website of Bigshare Services Private Limited at www.ivote.bigshareonline.com.
 - (b) For receiving all communication (including Annual Report) from the Company electronically, Members holding shares in dematerialized mode are requested to register / update their email addresses and bank details with the relevant DP or at www.bigshareonline.com.
11. Dividend:
 - (a) The Company has fixed Friday, July 24, 2026 as the 'Record Date' for determining entitlement of members to final dividend of ₹ 0.20 per Equity Share for the financial year ended March 31, 2026, if approved at the AGM.
 - (b) Payment of dividend shall be made through electronic mode only to the Shareholders who have updated their bank account details.
 - (c) Shareholders are requested to register / update their complete bank details: (i) with their DP(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents, and (ii) with the RTA of the Company, if shares are held in physical mode.

NOTICE (Contd.)

- (d) Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. April 1, 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-.
- (e) For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- (f) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at tds@bigshareonline.com by 11.59 p.m. IST on Friday, July 24, 2026.
- (g) Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits at tds@bigshareonline.com by 11.59 p.m. IST on Friday, July 24, 2026.
- (h) Members, wishing to claim dividends, which remain unclaimed for the financial year 2020-2021 onwards, are requested to write to the Company's RTA. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

NOTICE (Contd.)

- (i) The details of dividend which has remained unpaid/ unclaimed for the previous years can be viewed on the Company's website at www.mitsuchem.com
- 12. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Regulations 2015 (as amended)), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("Bigshare") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by Bigshare.
- 13. The remote e-voting period begins on Tuesday, July 28, 2026 at 9:00 a.m. and ends on Thursday, July 30, 2026 at 5:00 p.m. The remote e-voting module shall be disabled by Bigshare for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, July 24, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- 14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

NOTICE (Contd.)

15. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Tuesday, July 28, 2026 at 9:00 a.m. and ends on Thursday, July 30, 2026 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 24, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

NOTICE (Contd.)

- iv. 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.
1. Pursuant to above said 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 URL for users to login to Easi/Easiest https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & new System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking

NOTICE (Contd.)

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL .	the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://webcdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/Evoting Login. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to

NOTICE (Contd.)

Type of Shareholders	Login Method
	directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, 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. 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. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

NOTICE (Contd.)

Type of Shareholders	Login Method
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

NOTICE (Contd.)

Type of Shareholders	Login Method
	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. Click on company name or

NOTICE (Contd.)

Type of Shareholders	Login Method
	e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No.1800 22 55 33
Individual Shareholders holding securities in demat mode with NSDL	Members facing technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000

- 2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

NOTICE (Contd.)

- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter your ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on your register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login
- NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on “**LOGIN**” under “**INVESTOR LOGIN**” tab and then click on “**FORGOT your password?**”
 - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his/her registered email address).

NOTICE (Contd.)

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>.

- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare -i-Vote e-Voting Platform.
- Enter all required details and submit.

NOTICE (Contd.)

- After Successful registration, message will be displayed with **“User id” and password will be sent via email on your registered email-id”**

Note: If Custodian have registered on to e-Voting system of <https://vote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID* Click on I AM NOT A ROBOT (CAPTCHA)”** option and click on **“RESET”**.

(In case a custodian is having valid email address, Password will be sent to his/her registered e-mail address)

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID)

NOTICE (Contd.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently)
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login Type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode	In case of shareholders/investor have any queries regarding E-voting, you may refer the frequently asked questions (FAQs) and i-Vote e-voting module available at https://ivote.bigshareonline.com under download section or you can email us to ivote@bigshareonline.com or call us at 022-62638338

NOTICE (Contd.)

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the evoting credentials (i.e. User ID and Password).

After successful login, **Bigshare E-voting system** page will appear.

- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **“VC/OAVM”** link placed beside of **“VIDEO CONFERENCE LINK”** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote evoting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

NOTICE (Contd.)

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (FAQS) available at <https://ivote.bigshareonline.com> under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

- Member will be provided with a facility to attend the AGM through VC/OAVM through the Bigshare e-Voting system. Members may access by following the steps mentioned above for Access to Bigshare e-Voting system. After successful login, Bigshare Evoting system page will appear. Click on *VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal. Select event for which you are desire to attend the AGM/EGM under the dropdown option For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

NOTICE (Contd.)

- iv. 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 WiFi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investor@mitsuchem.com on or before Friday, July 24, 2026 (5:00pm. IST). Only those members who are registered will be allowed to express their views or ask questions. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.

- vi. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- vii. Please remember speaking serial number and start your conversation with the panelists only when moderator of the meeting/management will announce the name and serial number for speaking by switching on video mode and audio of your device.

16. Scrutinizer's Report:

- (a) The Company has appointed Ms Shreya Shah (ACS 39409 and COP No. 15859), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and

NOTICE (Contd.)

issue, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The result declared along with the Scrutinizers Report shall be placed on the Company's website at www.mitsuchem.com. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection by writing to the Company at investor@mitsuchem.com till the date of the AGM.

For and On Behalf of Board of Directors

Sd/-

Manish Dedhia

Managing Director

DIN : 01552841

Registered office:
329, Gala Complex, 3rd Floor,
Din Dayal Upadhyay Marg,
Mulund (W), Mumbai – 400 080.
CIN: L25111MH1988PLC048925

Date: July 07, 2026

Place: Mumbai

NOTICE (Contd.)

EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102(1) of the Companies Act 2013, sets out all material facts relating to items of special business mentioned in the accompanying notice of the AGM.

Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Ajit Eledath Venugopalan as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013("Act") and to hold office as an Independent Director of the Company for a tenure of 5 (five) consecutive years w.e.f. May 28, 2026. The Company has received a notice in writing under Section 160(1) of the Act, from a member proposing the candidature of Mr. Ajit Eledath Venugopalan, for the office of Independent Director of the Company.

The Board has received declaration from Mr. Ajit Eledath Venugopalan that he meets the criteria of independence as provided in Section 149(6) of the Act. Mr. Ajit Eledath Venugopalan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act, relevant Rules made thereunder and the Listing Regulations, from time to time.

Mr. Ajit Eledath Venugopalan has the requisite qualification, skills, experience and expertise in specific functional areas, which are beneficial to the Company. The brief profile of Mr. Ajit Eledath Venugopalan, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, forms part of this Notice.

The Board considers that Mr. Ajit Eledath Venugopalan's role as an Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the resolution as set out at Item No.4 of the Notice as Ordinary Resolution, for approval by the Members.

NOTICE (Contd.)

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 5:

As per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he / she shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the company. Further, no Independent Director shall hold office for more than two terms of five consecutive years each.

Mr. Hasmukh Bhavanji Dedhia was appointed as an Independent Director of the Company by the members at the Extra Ordinary General Meeting of the Company held on June 8, 2021 for a period of five consecutive years w.e.f. from June 1, 2021. Accordingly, the first term of Mr. Hasmukh Bhavanji Dedhia, as an Independent Director of the Company, expired at the close of business hours on May 31, 2026.

Further, Mr. Hasmukh Bhavanji Dedhia will attain the age of seventy-five years on June 21, 2030. As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from 1st April, 2019, no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect.

The Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Mr. Hasmukh Bhavanji Dedhia has been an integral part of the Board and during his tenure, has provided valuable insights to the Company and his continuation as an Independent Director will be in the interest of the Company. His independent oversight and strategic guidance are vital to the Company's success. Thus, pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company considered and approved the re-appointment

NOTICE (Contd.)

of Hasmukh Bhavanji Dedhia as an Independent Director on the Board of the Company for a second term of five consecutive years w.e.f. June 1, 2026 and further continuation of his directorship from the day he attains the age of 75 years till the expiry of his term i.e. May 31, 2031, subject to the approval of the Members of the Company.

The Board has received declaration from Mr. Hasmukh Bhavanji Dedhia that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Hasmukh Bhavanji Dedhia has the requisite qualification, skills, experience and expertise in specific functional areas, which are beneficial to the Company. The brief profile of Mr. Hasmukh Bhavanji Dedhia, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, forms part of this Notice.

The Board recommends the resolution as set out at Item No.5 of the Notice as Special Resolution, for approval by the Members.

Except for Mr. Hasmukh Bhavanji Dedhia and his relatives, none of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 6:

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee members have approved appointment of Mr. Pankaj Janardan Gharat as an Executive Director on the Board of the Company for a period of 5 (Five) years effective July 07, 2026 subject to approval of the shareholders of the Company. He shall be liable to retire by rotation. The remuneration payable to him has been stated in the resolution proposed for his appointment.

NOTICE (Contd.)

Mr. Pankaj Janardan Gharat has completed his B.Tech (Mechanical Engineering) and MBA (Operations) and holds a B.Sc degree. Mr. Pankaj Janardan Gharat has been associated with our Company since last 15 years. He spearheads the operations of the manufacturing facility of the Company. Mr. Pankaj Janardan Gharat has over 33 years of experience. His expertise includes Facility Management, Projects Executions, Labour Manpower Management, Quality Management System and Overall Factory Operations.

Keeping in view the above and his experience over the years, it would be in the best interest of the Company to appoint him as an Executive Director on the Board of the Company.

The terms and conditions of his appointment including remuneration are in accordance with the provisions contained in Sections 196, 197 and 198 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act. Mr. Pankaj Janardan Gharat fulfills the conditions as specified in Part I of Schedule V of the Act for appointment as an Executive Director of the Company.

The Board recommends the resolution set forth in Item no.6 of this Notice as Special resolution, for the approval of the members.

Except Mr. Pankaj Janardan Gharat, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

Item No. 7 & 8:

The Board of Directors of the Company, at its meeting held on July 07, 2026 and based on the recommendation of the Nomination and Remuneration Committee, approved the change in the designation of Mr. Jagdish Liladhar Dedhia (DIN: 01639945) from Chairman & Whole Time Director to Non-Executive (Non-Independent) Chairman of the Company for the term of five years, with effect from July 07, 2026, subject to the approval of the Members.

NOTICE (Contd.)

Over more than 35 years, Mr. Jagdish Liladhar Dedhia has played a pivotal role in the growth, development, and operational success of the Company. As the business has matured and transitioned to its next phase of growth, Mr. Jagdish Liladhar Dedhia has expressed his desire to step down from his executive duties to focus on high-level strategic mentoring and board-level oversight. Thus, the Board considered it appropriate to re-designate him as Non-Executive Chairman.

Upon the change in designation becoming effective, Mr. Jagdish Liladhar Dedhia shall cease to hold executive responsibilities and shall not be involved in the day-to-day management or operations of the Company. He will continue to provide strategic guidance, leadership and oversight to the Board in his capacity as the Non-Executive Chairman.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee proposed a payment of Rs. 27,00,000/- (Rupees Twenty-Seven Lakhs only) to Mr. Jagdish Liladhar Dedhia from July 07, 2026 till March 31, 2027 in addition to sitting fees payable for attending meetings of the Board and Committees thereof, as per the provisions of Sections 197, 198, 188 and other applicable provisions of the Companies Act, 2013 and provisions of Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee also proposed to pay an amount not exceeding Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) for the Financial Year 2027-28 in addition to sitting fees payable for attending meetings of the Board and Committees thereof, as per the provisions of Sections 197, 198, 188 and other applicable provisions of the Companies Act, 2013 and provisions of Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, in accordance with Regulation 17(6) of SEBI LODR Regulations, if the remuneration payable to Mr. Jagdish Liladhar Dedhia exceeds 50% of the total remuneration payable to all Non-Executive Directors, the resolution shall be deemed to be a Special Resolution.

NOTICE (Contd.)

The Board is of the opinion that the continued association of Mr. Jagdish Liladhar Dedhia as the Non-Executive Chairman would be beneficial to the Company and recommends the Special Resolution set out at Item No. 7 & 8 of the Notice for approval of the Members.

Expect for Mr. Jagdish Liladhar Dedhia and his relatives, none of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 9:

The Board of Directors of the Company, at its meeting held on July 07, 2026 and based on the recommendation of the Nomination and Remuneration Committee, approved the change in the designation of Mr. Sanjay Mavji Dedhia (DIN: 01552883) from Managing Director to Executive Vice Chairman and Managing Director of the Company for the term of five years, with effect from July 07, 2026, subject to the approval of the Members.

The proposed change in designation is intended to align the leadership structure of the Company with its evolving business requirements and long-term strategic objectives. In his enhanced capacity as Executive Vice Chairman and Managing Director, Mr. Sanjay Mavji Dedhia will continue to oversee the overall management and affairs of the Company as the Managing Director while also providing strategic direction to the Board and supporting the Company in driving its long-term vision, growth initiatives and governance framework.

Mr. Sanjay Mavji Dedhia, aged 55, holds a Diploma in Chemical Engineering and has an extensive career spanning over 31 years in the Sales and Marketing field. His extensive experience in this domain reflects his deep understanding of market dynamics, customer needs, and industry trends, particularly in the plastics and manufacturing sectors. Throughout his career, he has likely developed strong skills in strategic planning, market analysis, brand management, and customer relationship management. His deep industry expertise, exceptional analytical skills, and strategic acumen have significantly contributed to driving growth in the industrial packaging sector

NOTICE (Contd.)

and the development of value-added products. With his proven leadership capabilities and in-depth market understanding, he is well-positioned to steer the organization toward achieving its strategic objectives as the Executive Vice Chairman & Managing Director.

Mr. Sanjay Mavji Dedhia satisfies all the conditions set out in Part-I of Schedule V to the Act and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Further, pursuant to Mr. Sanjay Mavji Dedhia's contribution to Company's sustained growth and overall financial performance of the Company, the Board in its meeting held on July 07, 2026 approved an increase in remuneration payable to Mr. Sanjay Dedhia as mentioned in the aforesaid resolution for the three years w.e.f. April 01, 2026, subject to approval of members of the Company.

The Board recommends the Special Resolution set out at Item No.9 of the Notice for approval by the members.

Mr. Sanjay Mavji Dedhia is interested in the resolution, Mr. Manish Mavji Dedhia, Managing Director & CFO, being related to Mr. Sanjay Mavji Dedhia may be deemed to be interested in the said item.

Other relatives of Mr. Sanjay Mavji Dedhia may be deemed to be interested in the resolution set out at the said item to the extent of their shareholding interest, if any, in the company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

Item No. 10:

Mr. Manish Mavji Dedhia, aged 49 has over 27 years of experience, including more than two decades in the plastics industry. Holding a B.Com degree, he has experience in leading financial strategies to facilitate a company's ambitious growth plans. As the Managing Director & Chief Financial Officer (CFO), Mr. Manish Mavji Dedhia plays a pivotal role in overseeing the

NOTICE (Contd.)

company's financial strategies and ensuring its business development goals are met and leads the company's strategic direction, focusing on driving financial growth and business development initiatives.

Considering the above restructuring in the composition of the Board of Director of the Company, the Board of Directors based on recommendation of the nomination of remuneration committee has also considered to reappoint Manish Mavji Dedhia, as Managing Director and CFO of the Company for the fresh term of 5 years w.e.f. from July 07, 2026.

Considering his significant contribution towards the sustained growth and financial performance of the Company, his leadership in driving strategic initiatives, strengthening operational efficiencies, and effectively managing the Company's financial affairs, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on July 07, 2026 approved an increase in the remuneration payable to Mr. Manish Mavji Dedhia (DIN:01552841), Managing Director & CFO, with effect from April 01, 2026 for the term of three years, subject to the approval of the Members.

The proposed revision in remuneration has been determined after considering, inter alia, the scope and responsibilities of his office, his experience, industry benchmarks, the size and complexity of the Company's operations, the Company's performance, and the prevailing remuneration practices followed by comparable companies.

The remuneration payable to Mr. Manish Mavji Dedhia (DIN:01552841) shall be subject to the overall limits specified under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable statutory provisions, as amended from time to time.

The Board of Directors recommend the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

NOTICE (Contd.)

Mr. Manish Mavji Dedhia is interested in the resolution, Mr. Sanjay Mavji Dedhia, Executive Vice Chairman & Managing Director, being related to Mr. Manish Mavji Dedhia may be deemed to be interested in the said item.

Other relatives of Mr. Manish Mavji Dedhia may be deemed to be interested in the resolution set out at the said item to the extent of their shareholding interest, if any, in the company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

Item No. 11 & 12:

As per the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot borrow moneys in excess of the amount of the paid-up share capital, free reserves and securities premium reserve, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), without the approval of the Members, by way of a Special Resolution.

The Members of the Company vide previous Special Resolution passed on 14th June 2016 had empowered the Board of Directors of the Company to borrow moneys upto ₹ 200 Crores (this limit being in excess of the paid-up share capital and free reserves of the Company) and to secure such borrowings by mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

In order to meet the Company's growing business requirements, fund its expansion plans, capital expenditure, working capital requirements, strategic investments and other general corporate purposes, the Company may be required to avail additional financial assistance from banks, financial institutions, bodies corporate or other lenders from time to time. Thus the Board considers it appropriate to increase the overall borrowing limits from the existing limit of ₹ 200 Crores to ₹ 500 Crores, notwithstanding that the aggregate borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company and

NOTICE (Contd.)

simultaneously increase the limits u/s 180(1)(a) to the same extent as u/s 180(1)(c) for creating the charges, mortgage, hypothecation or any other security interests on the movable and/or immovable properties and assets of the Company, present and future, to secure such borrowings, within the revised borrowing limits approved under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 11 & 12 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions except to the extent of their shareholding, if any, in the Company.

For and On Behalf of Board of Directors

Sd/-

Manish Dedhia

Managing Director

DIN : 01552841

Registered office:

329, Gala Complex, 3rd Floor,
Din Dayal Upadhyay Marg,
Mulund (W), Mumbai – 400 080.
CIN: L25111MH1988PLC048925

Date : July 07, 2026

Place : Mumbai

NOTICE (Contd.)

Annexure to the Notice of AGM

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of Director	Mr. Jagdish Liladhar Dedhia	Mr. Sanjay Mavji Dedhia
DIN	01639945	01552883
Date of Birth	10/12/1960	09/11/1970
Age	65 years	55 Years
Nationality	Indian	Indian
Date of Appointment in current designation	12/04/1990	15/07/1993
Qualification	B.Sc. (Organic Chemistry)	Diploma in Chemical Engineering
Experience and Expertise in specific functional areas	Mr. Jagdish Liladhar Dedhia has an experience of over 35 years in identifying, negotiating and implementing new business opportunities, team building, infrastructure setup and client addition.	Mr. Sanjay Mavji Dedhia has an experience of over 32 years in the Sales & Marketing domain and has developed excellent analytical skills and market strategies to capture industrial packaging business & other value addition products.
Terms & Conditions of appointment/re-appointment	Change in designation from Whole time Director and Chairman to Non-Executive (Non-Independent) Chairman of the Company	Change in designation from Managing Director to Executive Vice Chairman and Managing Director of the Company.

NOTICE (Contd.)

Name of Director	Mr. Jagdish Liladhar Dedhia	Mr. Sanjay Mavji Dedhia
Number of Meetings of the Board attended during the FY25-26	Attended all 4 Board meetings.	Attended 3 Board Meetings out of 4 Board meetings
Remuneration proposed to be paid	As mentioned in the resolution	As mentioned in the resolution
Remuneration last drawn	Rs 121.50 Lakhs p.a. (including commission)	Rs 121.50 Lakhs p.a. (including commission)
Directorships in other listed entities as on March 31,2026	NIL	NIL
Listed entities from which the Director has resigned in the past three years	Not applicable	Not applicable
Membership of any Committees of the other listed entities as on March 31, 2026	NIL	NIL
Shareholding in the company	Mr. Jagdish Liladhar Dedhia holds 30,30,312 equity shares of the Company	Mr. Sanjay Mavji Dedhia holds 12,71,922 Equity Shares of the Company
Relationship between directors inter-se	Cousin Brother to Mr. Manish Mavji Dedhia and Mr. Sanjay Mavji Dedhia	Brother to Mr. Manish Mavji Dedhia and Cousin to Mr. Jagdish Liladhar Dedhia.

NOTICE (Contd.)

Name of Director	Mr. Manish Mavji Dedhia	Mr. Hasmukh Bhavanji Dedhia
DIN	01552841	07510925
Date of Birth	25/08/1976	21/06/1955
Age	49 years	71 years
Nationality	Indian	Indian
Date of Appointment in current designation	01/04/1997	01/06/2021
Qualification	Bachelors degree in Commerce	Chartered Accountant and Diploma in Information Systems Audit
Experience and Expertise in specific functional areas	Mr. Manish Dedhia has an experience of 28 years in handling departments of accounts, finance, administration, purchase and human resources.	Mr. Hasmukh Bhavanji Dedhia has over 40 years of experience with expertise in statutory, internal & management audits of large listed entities and corporate advisory services.
Terms & Conditions of appointment/re-appointment	A p p o i n t m e n t / reappointment as Managing Director and CFO of the Company for the term of 5 years.	Re-appointment as an Independent Director for a second term of five consecutive years w.e.f. 1st June 2026, not liable to retire by rotation

NOTICE (Contd.)

Name of Director	Mr. Manish Mavji Dedhia	Mr. Hasmukh Bhavanji Dedhia
Number of Meetings of the Board attended during the FY25-26	Attended all 4 Board Meetings held during the financial year	Attended all 4 Board Meetings held during the financial year
Remuneration proposed to be paid	As mentioned in the resolution	Mr. Dedhia shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof.
Remuneration last drawn	Rs 121.50 Lakhs p.a. (including commission)	Sitting Fees of Rs. 2,50,000 was paid for attending all the Board and Committee Meetings held during FY 2025-26.
Directorships in other listed entities as on March 31,2026	None	1. Aarti Drugs Ltd - Independent Director
Listed entities from which the Director has resigned in the past three years	Not applicable	NIL

NOTICE (Contd.)

Name of Director	Mr. Manish Mavji Dedhia	Mr. Hasmukh Bhavanji Dedhia
Membership of any Committees of the other listed entities as on March 31, 2026	None	1. Aarti Drugs Limited Chairman - Audit Committee
Shareholding in the company	Mr. Manish Mavji Dedhia holds 16,74,720 Equity Shares of the Company	NIL
Relationship between directors inter-se	Brother to Mr. Sanjay Mavji Dedhia and Cousin to Mr. Jagdish Liladhar Dedhia.	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries.

NOTICE (Contd.)

Name of Director	Mr. Ajit Eledath Venugopalan	Mr. Pankaj Janardan Gharat
DIN	09439069	11810105
Date of Birth	29/08/1963	01/06/1973
Age	62 years	53 years
Nationality	Indian	Indian
Date of Appointment in current designation	May 28, 2026	July 07, 2026
Qualification	Chartered Accountant	B.Tech (Mechanical Engineering), MBA (Operations) and B.Sc
Experience and Expertise in specific functional areas	Mr. Ajit Eledath Venugopalan has over 30 years of experience in the field of Banking and Finance.	Mr. Pankaj Janardan Gharat has over 33 years of experience. His expertise include Facility Management, Projects Executions, Labour Manpower Management, Quality Management System and Overall Factory Operations.
Terms & Conditions of appointment/re-appointment	Appointment as an Independent Director for a term of five consecutive years w.e.f. May 28, 2026, not liable to retire by rotation	Appointment as Executive Director of the Company w.e.f. July 07, 2026

NOTICE (Contd.)

Name of Director	Mr. Ajit Eledath Venugopalan	Mr. Pankaj Janardan Gharat
Number of Meetings of the Board attended during the FY25-26	Not Applicable since he is appointed w.e.f. May 28, 2026.	Not Applicable since he is appointed w.e.f. July 07, 2026.
Remuneration proposed to be paid	Mr. Venugopalan shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof	As mentioned in the resolution
Remuneration last drawn	Not Applicable	Not Applicable
Directorships in other listed entities as on March 31, 2026	Aarti Drugs Ltd - Independent Director	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL
Membership of any Committees of the other listed entities as on March 31, 2026	1. Aarti Drugs Limited Member - Audit Committee	NIL

NOTICE (Contd.)

Name of Director	Mr. Ajit Eledath Venugopalan	Mr. Pankaj Janardan Gharat
Shareholding in the company	NIL	Mr. Pankaj Janardan Gharat holds 180 Equity Shares of the Company
Relationship between directors inter-se	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries.