Mitsu Chem Plast Ltd.
329, Gala Complex, Din Dayal Upadhyay Road,
Mulund (W), Mumbai - 400 080, Maharashtra, INDIA.

T : + 91 22 25920055
E : mcpl@mitsuchem.com **W** : www.mitsuchem.com
CIN : L25111MH1988PLC048925

Mitsu
You visualise...we mold

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Mitsu Chem Plast Limited will be held on Wednesday, 9th September, 2026 at 2:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business.

Special Business:

Item no. 1

Issue of up to 10,00,000 Warrants convertible into Equity Shares of Face Value Rs. 10 to Promoters and Non-Promoter of the Company on Preferential basis

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

" RESOLVED THAT pursuant to provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations, 2018"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations, 2015") and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs, the stock exchange where the equity shares of the Company are listed ("Stock Exchange"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members be and is hereby accorded, to authorize, create, issue, offer and allot by way of Preferential Allotment cum private placement, up to 10,00,000 (Ten Lakhs) Convertible Warrants at a price Rs. 151/- (Rupees One Hundred and Fifty One Only) each as per valuation report received from registered valuer, convertible into 10,00,000 (Ten Lakhs) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each and premium of Rs.141/- (Rupees One hundred and forty one Only) each to persons mentioned below, on Preferential allotment basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members to the following persons as mentioned below and, on such terms, and conditions as follows:

Sr. No.	Name of Proposed Allottee (Category-Promoter/Non-Promoter)	Status (Individual/Body Corporate)	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficial Owner
1.	MANISH MAVJI DEDHIA (Promoter)	Individual	4,75,000	Not Applicable
2.	SANJAY MAVJI DEDHIA (Promoter)	Individual	3,25,000	Not Applicable
3.	RIKHAV SECURITIES LIMITED (Non-Promoter)	Body Corporate	2,00,000	*Not Applicable
	Total		10,00,000	

*Pursuant to Regulation 163(1)(f) of the SEBI (ICDR) Regulations, 2018, read with the proviso thereto, where the entity is a listed company, no further disclosure is required. Since Rikhav Securities Limited is a listed entity, no additional disclosure is applicable in this regard.

RESOLVED FURTHER THAT in terms of Chapter V of the SEBI (ICDR) Regulations, 2018 (as amended), the "Relevant Date" for the Preferential Issue of the Warrants convertible into Equity Shares is August 10, 2026 being the date that is thirty days prior to the date on which the meeting of members of the Company is held to consider the Preferential Allotment.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

i. Each Warrants is convertible into One (1) Equity Share and the conversion can be

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exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants convertible into Equity Shares, in one or more tranches, as the case may be and on such other terms and conditions as applicable.

ii. An amount equivalent to 25% of the issue price will be payable at the time of subscription of Warrants convertible into Equity Shares, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. The balance of 75% of the issue price of the share warrants shall be payable by the warrant holder(s) at the time of exercising conversion of warrants.

iii. The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the warrants convertible into equity shares in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to be converted along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account of the warrant holders.

iv. The Equity Shares to be allotted on exercise of conversion of the Convertible Warrants shall be in dematerialized form, shall be subject to the Memorandum and Articles of Association of the Company, and shall rank pari passu in all respects, including as to dividend, with the existing Equity Shares of the Company.

v. In the event the warrant holder(s) do not exercise the option of conversion within Eighteen (18) months from the date of allotment of the Convertible Warrants, then such Convertible Warrants shall lapse and the amount paid thereon shall stand forfeited by the Company.

vi. The Equity Shares arising from conversion of the Convertible Warrants shall be listed on BSE Limited where the Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

vii. The Convertible Warrants and the Equity Shares issued pursuant to exercise of the Convertible Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018, as amended, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) in the terms of the aforesaid issue as may be required by the agencies involved in such issue, subject to such conditions as SEBI, RBI and/or such other appropriate authority may impose at the time of granting their approval, as agreed to by the Board;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants convertible into Equity shares and allotment of Equity shares on conversion of warrants convertible into Equity shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.;

RESOLVED FURTHER THAT Mr. Manish Mavji Dedhia, Managing Director & CFO, Mr. Sanjay Mavji Dedhia, Executive Vice Chairman and Managing Director, or any other Director or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary and desirable for the purpose of giving effect to the above resolutions, including preparing, signing, executing and filing applications with the relevant authorities for obtaining requisite approvals for the issuance of the Convertible Warrants and the Equity Shares arising on conversion thereof, issuing clarifications, and agreeing to and accepting all such condition(s), modification(s) and alteration(s) as may be stipulated by the relevant authorities; and

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

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. 2

Appointment of Ms. Drishti Shailesh Thakker (DIN:11888392) 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 Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules made thereunder, and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Drishti Shailesh Thakker (DIN:11888392), 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 August 14, 2026, and who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director under the applicable provisions of the Act and Rules made thereunder and the SEBI Listing Regulations, to hold office for a term upto 5 consecutive years with effect from August 14,2026 to August 13, 2031 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required."

Date: August 14, 2026
Place: Mumbai

By Order of the Board
For Mitsu Chem Plast Limited

MANISH DEDHIA
Managing Director
DIN: 01552841
329, Gala Complex, 3rd Floor, Din
Dayal Upadhyay Marg, Mulund (W),
Mumbai – 400 080.

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting ("EGM") through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and subsequent circular issued in this regards the latest being Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") prescribing the procedures and manner of conducting the Extraordinary General Meeting through VC/ OVAM without the physical presence of the Members at a common venue and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Extraordinary General Meeting through VC/ OVAM. The detailed procedure for participation in the meeting through VC/OAVM is as per notes of this notice and available at the Company's website: investor@mitsuchem.com.

   Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 and 3rd October, 2024 ('SEBI Circulars') and all other applicable circulars issued in this regard, has provide relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Wednesday, 9th September, 2026 at 2:30 p.m. (IST). The deemed venue for the EGM will be the Registered Office of the Company, i.e., 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W), Mumbai – 400 080.

2. In terms of the MCA Circulars, the physical attendance of the Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

3. Since the EGM will be held through VC/OAVM, the Route Map does not form part of the Notice.

4. Pursuant to the provisions of Section 113 of the Companies Act, Institutional/ Corporate Shareholders (i.e., other than individuals/ HUF, NRI, etc.) attending the meeting through VC/ OAVM are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the EGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Compliance Officer by email

through its registered email address to investor@mitsuchem.com with a copy marked to ivote@bigshareonline.com

5. In case of joint holders, the Member whose name appears as the first holders in the order of names as per the Register of Members of the company entitled to vote during the EGM

6. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, we request you to update your email address with your Depository Participants to enable us to send you communications via email. The Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.

7. Those Shareholders whose email IDs are not registered can get their e-mail ID's registered as follows:

   Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.

8. Members may note that the EGM Notice and Explanatory Statement will also be available on the Company's website https://www.mitsuchem.com/, websites of the Stock Exchange i.e. BSE at www.bseindia.com and on the website of Bigshare Services Private Limited i.e. https://ivote.bigshareonline.com

9. Members can join the EGM 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. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice under Note No 27.

10. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as "the Act").

11. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM. Members can request the same by sending an email to investor@mitsuchem.com till the date of the EGM.

12. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before Friday, September 04, 2026 by 05:00 p.m. IST through e-mail at investor@mitsuchem.com to enable the Management to keep full information ready on the date of EGM.

13. Members who would like to express their views/ ask questions during the EGM may register themselves as a speaker by sending their request in advance at least seven days before the EGM to investor@mitsuchem.com. Members who do not wish to speak during the EGM but have queries may send their queries, mentioning the name, securities demat account number/ folio number, email id, mobile number to investor@mitsuchem.com in advance at least 7 days prior to meeting.

14. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the EGM once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the EGM.

15. An explanatory statement setting out details relating to the businesses to be transacted at the Extra Ordinary General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.

16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts.

17. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

18. The Board of Directors have appointed Mr. Maharshi Ganatra, Practicing Company Secretary (Membership Number FCS: 11332; COP: 14520) as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the EGM in a fair and transparent manner.

19. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.

20. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than two working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. BSE Limited and placed on the Company's website www.mitsuchem.com.

21. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the EGM shall be deemed to be passed on the date of the meeting i.e. Wednesday, September 9, 2026.

22. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs and to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai, Maharashtra, India, 400093.

23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged Bigshare Services Private Limited ("Bigshare") as the agency for facilitating remote e-voting and e-voting during the EGM through its i-Vote platform (https://ivote.bigshareonline.com)."

24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at https://www.mitsuchem.com/. The Notice can also be accessed from the website of the Bombay Stock Exchange at https://www.bseindia.com/. The EGM Notice is also available on the website of Bigshare Services Private Limited ("Bigshare") (agency for providing the Remote e-Voting facility) i.e., (https://ivote.bigshareonline.com)."

25. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (evoting from a place other than venue of the EGM) and voting at the EGM is Wednesday, September 02, 2026. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is

not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

26. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., Wednesday, September 02, 2026, may obtain the User ID and password by sending a request at investor@mitsuchem.com

27. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

i. The remote e-voting period begins on Saturday, September 05, 2026 at 9:00 AM. and ends on Tuesday, September 08, 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 Wednesday, September 02, 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.

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 is 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 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://web.cdslindia.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/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. 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. 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) 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

Individual Shareholders holding securities in demat mode with **NSDL**	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. 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 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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.

- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you 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 e-mail address).

<u>Voting method for shareholders on i-Vote E-voting portal:</u>

- 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. <u>Custodian registration process for i-Vote E-Voting Website:</u>

- 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.
- 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://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 '**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.)
  - 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 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

1. **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 e-voting 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 **"VOTE NOW"** "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 e-voting.

- 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.

- 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

By Order of the Board
For Mitsu Chem Plast Limited

MANISH DEDHIA
Managing Director
DIN: 01552841
329, Gala Complex, 3rd Floor, Din Dayal
Upadhyay Marg, Mulund (W),
Mumbai – 400 080.

Date: August 14, 2026
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business under Item No. 1 of the accompanying Notice.

Item no. 1

Pursuant to the resolution passed by the Board of Directors of the Company at their meeting held on Friday, August 14, 2026, and subject to the necessary statutory and regulatory approvals, the Board has approved the creation, offer, issue and allotment of up to 10,00,000 (Ten Lakh Only) Convertible Warrants of Face Value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 151/- (Rupees One Hundred and Fifty One Only) each, to the Promoters and Non-Promoter of the Company named in the Resolution, for an aggregate consideration of Rs. 15,10,00,000/- (Rupees Fifteen Crores and Ten Lakhs Only), on a preferential allotment basis.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules made thereunder, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution. Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the Working Capital Requirements.

Given that the funds to be received against Warrants conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No	Particulars	Total estimated amount to be utilized for each of the Objects (Rs.)	Tentative timelines for utilization of issue Proceeds from the date of receipt of fund
1.	Working capital requirements	Rs. 15,10,00,000/-	Within 6 months

Considering 100% conversion of Warrants into equity shares within the stipulated time. Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 6 (Six) months from the date of receipt of funds for the Warrants (as set out herein).

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds, Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, The Company intends to deposit the pending utilization of the gross proceeds for the Objects with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or in such other opportunities as may be allowed by the Board from time to time.

Monitoring of Utilisation of funds Given that the issue size doesn't exceed Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company doesn't require to appoint any credit rating Agency, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

Material Terms for Issue of Convertible Warrants The issue of Warrants shall be subject to the following terms and conditions:

i. Each Warrants is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants convertible into Equity Shares, in one or more tranches, as the case may be and on such other terms and conditions as applicable.

ii. An amount equivalent to 25% of the issue price will be payable at the time of subscription of Warrants convertible into Equity Shares, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. The balance of 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of warrants.

iii. The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the warrants convertible into equity shares in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to be converted along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account of the warrant holders.

iv. The Equity Shares to be allotted on exercise of conversion of the Convertible Warrants shall be in dematerialized form, shall be subject to the Memorandum and Articles of Association of the Company, and shall rank pari passu in all respects, including as to dividend, with the existing Equity Shares of the Company.

v. In the event the warrant holder(s) do not exercise the option of conversion within Eighteen (18) months from the date of allotment of the Convertible Warrants, then such Convertible Warrants shall lapse and the amount paid thereon shall stand forfeited by the Company.

vi. The Equity Shares arising from conversion of the Convertible Warrants shall be listed on BSE Limited where the Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

vii. The Convertible Warrants and the Equity Shares issued pursuant to exercise of the Convertible Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018, as amended, from time to time.

2. Kinds of securities offered, maximum number of securities to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot up to 10,00,000 (Ten Lakh Only) Convertible Warrants of Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 151/- (Rupees One Hundred and Fifty One Only) each including premium of Rs. 141/- (One Hundred and Forty-One Only) each, on a preferential basis for cash consideration, such price being not less than the minimum price as on the Relevant Date, determined in accordance with Chapter V of the SEBI (ICDR) Regulations (“Floor Price”).

3. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Convertible Warrants is being made to the Promoters and one Non-Promoter of the Company, being Individuals and a Body Corporate.

4. Intention of promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

Mr. Manish Mavji Dedhia, Managing Director & CFO, and Mr. Sanjay Mavji Dedhia, Executive Vice Chairman & Managing Director, being Promoters and Directors of the Company, intend to subscribe to the proposed preferential issue of Convertible Warrants. None of the other Directors, Key Managerial Personnel or Senior Management of the Company have shown any intention to subscribe to the proposed issue.

2. Shareholding pattern before and after the preferential issue:

Sr. No.		Category	Pre-Preferential Issue		Post Preferential Issue (Assuming conversion of 10,00,000 Warrants into Equity Shares)	
			No. of shares held	% of share holding	No. of shares held	% of share holding
A		Promoters Holding	92,01,699	67.77	1,00,01,699	68.61
1		Indian				
		Individual	92,01,699	67.77	1,00,01,699	68.61
		Bodies corporate	-	-	-	-
		Sub-total	92,01,699	67.77	1,00,01,699	68.61
2		Foreign	-	-	-	-
		Sub-total (A)	92,01,699	67.77	1,00,01,699	68.61
B		Non-promoters' holding	43,71,757	32.20	45,71,757	31.36
		Institutional investors	-	0.00	-	0.00
		Non-institution				
		Private corporate bodies, Partnership Firm & LLP	1,18,820	0.88	3,18,820	2.19
		Indian public & HUF	41,16,746	30.32	41,16,746	28.25

		(Others (including IEPF, NRIs, Clearing members, Trusts, etc)	1,36,191	1.00	1,36,191	0.93
		Sub-total (B)	43,71,757	32.20	45,71,757	31.36
C		Non Promoter & Non Public	4500	0.03	4500	0.03
		GRAND TOTAL	1,35,77,956	100	1,45,77,956	100

6. Time frame within which the preferential allotment shall be completed:

As required under Regulation 170 of the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of the Convertible Warrants within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval from a regulatory or statutory authority, the allotment shall be completed within 15 days from the date of receipt of the last of such approvals.

7. Identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottees, and the change in control, if any, in the Company consequent to the preferential issue:

Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (Assuming conversion of 10,00,000 Convertible Warrants into Equity Shares)	
			No of shares held	% of share holding		No of shares held	% of share holding
MANISH MAVJI DEDHIA	Promoter	-	16,74,720	12.34	4,75,000	21,49,720	14.75

SANJAY MAVJI DEDHIA	Promoter	-	12,71,922	9.37	3,25,000	15,96,922	10.95
RIKHAV SECURITIES LIMITED	Non-Promoter	Not Applicable since the Allottee is a Listed Company (As per Regulation 163 (1) (f) of SEBI (ICDR) Regulations, 2018.	0	0	2,00,000	2,00,000	1.37

Assumptions:
i. All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
ii. The warrants are held by the aforesaid allottees at the time of exercise of the option and
iii. The options are exercised by them in full.

8. The change in control if any in the company that would occur consequent to the preferential offer:

The proposed Preferential Allotment of Convertible Warrants will not result in any change in the management and control of the Company.

9. Relevant date with reference to which the price has been arrived at:

The Relevant Date, in terms of Regulation 161 of the SEBI (ICDR) Regulations, 2018, for determining the price of the Convertible Warrants and the Equity Shares to be issued upon conversion thereof, is Monday, August 10, 2026, being the date 30 days prior to Wednesday, September 9, 2026 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened to consider the proposed preferential issue).

10. Basis or justification on which the price of the preferential issue has been arrived at, along with the report of the Registered Valuer:

i. The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date. Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014 and ICDR Regulation.

As per the provisions of the SEBI (ICDR) Regulations, the warrants will be issued at a price of Rs. 151/- (Rupees One Hundred and Fifty One Only) per warrant which is not less than the higher of the following

Rs. 146.04/- (Rupees One Hundred and Forty Six and Paisa Four Only) per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the BSE Limited ("BSE") preceding the Relevant Date;
or
Rs. 150.19/- (Rupees One Hundred and Fifty and Paisa Nineteen Only) per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the the BSE Limited ("BSE") preceding the Relevant Date;

The proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price is determined through Valuation report of Mr. Snehal Shah, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/06/2019/11772), having office at 920, Samanvay Silver Besides, Royal Orchid Hotel, Mujmahuda circle, Akota, Vadodara, Gujarat 390007**.** The said Report is available on the website of the Company at investor@mitsuchem.com.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

11. Undertakings:

(i) The Issuer Company hereby undertakes to recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.

(ii) The Company undertakes that if the amount payable on account of re-computation of price is not paid within the stipulated time, the Convertible Warrants shall continue to be locked-in till such amount is paid by the allottees.

12. Disclosure under Regulation 163(1)(i) of the SEBI (ICDR) Regulations, 2018:

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrower.

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Mulund (W), Mumbai - 400 080, Maharashtra, INDIA.

T : + 91 22 25920055
E : mcpl@mitsuchem.com **W** : www.mitsuchem.com
CIN : L25111MH1988PLC048925

13. The current and proposed status of the allottees post the preferential issue, namely, Promoter or Non-Promoter:

Sr. No.	Name of the Proposed Allottees	Current status (Promoter/Non-Promoter)	Proposed status post the preferential issue
1.	MANISH MAVJI DEDHIA	Promoter	Promoter
2.	SANJAY MAVJI DEDHIA	Promoter	Promoter
3.	RIKHAV SECURITIES LIMITED	Non-Promoter	Non-Promoter

14. Practicing Company Secretary's Certificate:

A certificate from Maharshi Ganatra and Associates Practising Company Secretary (Mem No.- F11332; COP No.: 14520), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations, 2018, shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till September 9, 2026. This certificate is also placed under "Investor Relations" tab on the following link - https://www.mitsuchem.com/investors/

15. Justification for allotment for consideration other than cash, together with valuation report:

Not Applicable, as the proposed allotment is being made for cash consideration.

16. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities and price:

During the period from 01st April 2026 till the date of this notice, the Company has not made any preferential issue.

17. Lock-in period:

The Convertible Warrants and the Equity Shares allotted pursuant to conversion thereof shall be locked-in as prescribed under Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

18. Principal terms of assets charged as security:

Not Applicable.

19. Interest of Promoters/Directors:

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, except Mr. Manish Mavji Dedhia, Managing Director & CFO, and Mr. Sanjay Mavji Dedhia, Executive Vice Chairman & Managing Director, being two of the proposed allottees and their respective relatives may be deemed to be interested financially or otherwise, either directly or indirectly in passing of the said Resolutions, save and except to the extent of their respective interest as shareholders of the Company.
Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing Special Resolutions.

Item no. 2

Ms. Drishti Shailesh Thakker (DIN:11888392), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on August 14, 2026, with effect from such Board meeting. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Drishti Shailesh Thakker shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to 5 consecutive years. A brief profile of Ms. Drishti Shailesh Thakker, including nature of her expertise, is provided as Annexure I of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Ms. Drishti Shailesh Thakker (DIN: 11888392) from Additional Independent Director to Independent Director of the Company for a term upto 5 consecutive years with effect from August 14, 2026 to August 13, 2031 and shall not be liable to retire by rotation. The Company has also received a declaration from Ms. Drishti Shailesh Thakker declaring that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations. None of the Directors / Key Managerial Personnel of the Company other than Ms. Drishti Shailesh Thakker, are concerned or interested, financially or otherwise, in the resolution.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Ms. Drishti Shailesh Thakker as an Independent Director is now placed for the approval of the Members by a Ordinary Resolution. Accordingly, the approval of Members of the Company is being sought by way of a Ordinary Resolution.

DETAILS OF DIRECTOR SEEKING APPOINTMENT

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

Annexure A

Sr. No.	**Particulars**	**Details**
1.	Name of Director	Drishti Shailesh Thakker
2.	DIN	11888392
3.	Date of Birth	05/12/1992
4.	Age	33
5.	Date of first appointment on the Board	August 14, 2026
6.	Qualifications	Company Secretary, Bachelor of Laws and Bachelor of Commerce
7.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Ms. Drishti Shailesh Thakker is an Associate member of the Institute of Company Secretaries of India and has completed her Bachelor of Laws and Bachelor of Commerce from University of Mumbai. She is a governance and compliance professional with over a decade of experience in corporate secretarial function, regulatory compliance, and board advisory across listed and unlisted companies
8.	Expertise in specific functional areas	Corporate Governance, SEBI and FEMA regulations, Public Issue Management (IPO/FPO), CSR and ESG governance, legal documentation and stakeholder engagement.
9.	Terms and conditions of appointment	As mentioned in the statement annexed to the Notice
10.	Details of remuneration last drawn	NA

11.	Details of remuneration sought to be paid	She shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof
12.	Shareholding in the Company as on the date of the Notice	NIL
13.	Number of meetings of the Board attended	0 Meetings
14.	Directorships in listed Companies and other directorships	NIL
15.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
16.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	She is not related to any of the Directors or Key Managerial Personnel of the Company.
17.	Membership/Chairmanship of Committees of other Boards	NIL