



## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **THIRTY-THIRD ANNUAL GENERAL MEETING of SAMRAT PHARMACHEM LIMITED** will be held on Thursday, September 25, 2025 at 1.00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the company for the year ended March 31, 2025, together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Rajesh Mehta (DIN: 00216731), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To declare dividend on equity shares for the financial year 2024-25

### **SPECIAL BUSINESS**

#### **4. Appointment of Secretarial Auditor**

To consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder from time to time and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, Mr. Aqueel Mulla, Proprietor of Messrs. A. A. Mulla & Associates., Practicing Company Secretaries, [Membership No. F2973, CP No. 3237, Unique Identification Number: S1999MH026600 (Peer Reviewed)] be and is hereby appointed as the Secretarial Auditor of the Company, to carry out Secretarial Audit for a term of 5 (five) consecutive years, commencing from the financial year 2025-26 until the conclusion of the 38th Annual General Meeting of the Company which will be held for the financial year 2029-30, on such remuneration including out of pocket expenses and applicable taxes as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Auditor from time to time and the material terms of which are set out in the Explanatory Statement attached hereto.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.”

#### **5. Re-appointment of Mr. Lalit Mehta (DIN: 00216681) as Chairman & Managing Director of the Company**

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



**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on July 16, 2025 and in accordance with the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, the approval and / or consent of the Members be and is hereby accorded for re-appointment of Mr. Lalit Mehta (DIN: 00216681) as the Chairman and Managing Director of the Company with the benefit of continuity of service, for a period commencing from April 1, 2026 up to March 31, 2031, as well as the payment of salary (hereinafter referred to as "remuneration"), shall be upon the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Lalit Mehta (DIN: 00216681) and the material terms of which are set out in the Explanatory Statement attached hereto.”

**“RESOLVED FURTHER THAT** the said remuneration shall be subject to increments, as approved by the Board and / or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. Lalit Mehta as may be permissible at law.”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Lalit Mehta (DIN: 00216681) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to the above Resolutions.”

#### 6. **Re-appointment of Mr. Rajesh Mehta (DIN: 00216731) as Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on July 16, 2025 and in accordance with the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, the approval and / or consent of the Members be and is hereby accorded for re-appointment of Mr. Rajesh Mehta (DIN: 00216731) as the Executive Director of the Company with the benefit of continuity of service, for a period commencing from April 1, 2026 up to March 31, 2031, as well as the payment of salary (hereinafter referred to as "remuneration"), shall be upon the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Rajesh Mehta (DIN: 00216731) and the material terms of which are set out in the Explanatory Statement attached hereto.”

**“RESOLVED FURTHER THAT** the said remuneration shall be subject to increments, as approved by the Board and / or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. Rajesh Mehta as may be permissible at law.”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Rajesh Mehta (DIN: 00216731) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** Mr. Rajesh Mehta shall be liable to retire by rotation and such re-appointment, the same shall not be treated as break in the service as an Executive Director.”



**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to the above Resolutions.”

**7. Re-appointment of Mr. Megh Mehta (DIN: 07287394) as Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on July 16, 2025 and in accordance with the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, the approval and / or consent of the Members be and is hereby accorded for re-appointment of Mr. Megh Mehta (DIN: 07287394) as the Executive Director of the Company with the benefit of continuity of service, for a period commencing from April 1, 2026 up to March 31, 2031, as well as the payment of salary, a fixed compensation and perquisites (hereinafter referred to as "remuneration"), shall be upon the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Megh Mehta (DIN: 07287394) and the material terms of which are set out in the Explanatory Statement attached hereto.”

**“RESOLVED FURTHER THAT** the said remuneration shall be subject to increments, as approved by the Board and / or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. Megh Mehta as may be permissible at law.”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Megh Mehta (DIN: 07287394) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** Mr. Megh Mehta shall be liable to retire by rotation and such re-appointment, the same shall not be treated as break in the service as an Executive Director.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to the above Resolutions.”

**8. Appointment of Mr. Piyush Dharod (DIN: 11119391) as Non-Executive 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, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company, Mr. Piyush Dharod (DIN: 11119391), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from July 16, 2025 and who holds office till the conclusion of this 33<sup>rd</sup> Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from the date of Board's approval i.e. July 16, 2025 till July 15, 2030 (both days inclusive).”



**“RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Piyush Dharod (DIN: 11119391), as a Non-Executive Independent Director of the Company.”

**9. Ratification of Cost Auditors remuneration**

To consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) thereto or statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. S. N. Addagatla & Co., Cost Accountants, (Firm Registration No. 103855) appointed as the Cost Auditors, by the Board of Directors of the Company, on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting and the same is hereby ratified and approved.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



## NOTES

1. Pursuant to various circulars issued by the Ministry of Corporate Affairs (“MCA”) and SEBI, and other applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (together referred to as “applicable provisions”), the 33rd Annual General Meeting (“AGM” / “Meeting”) of the Company is being held through video conferencing (“VC”) or other audio-visual means (“OAVM”).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses under Item No. 4 to 9 of the Notice, is annexed hereto.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment at this AGM is also annexed to this Notice as **ANNEXURE A**.
4. In accordance with the [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as “SEBI Circulars”], the Notice of the AGM along with the Integrated Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company or National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”), collectively (“Depositories”).
5. The Notice calling the AGM and Integrated Annual Report 2024-25 is available on the website of the Company at [www.samratpharmachem.com](http://www.samratpharmachem.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of MUFG Intime India Private Ltd (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in/>.
6. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice. Participation of Members during AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting.
8. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [contact@samratpharmachem.in](mailto:contact@samratpharmachem.in) with a copy marked to the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (“the RTA”) at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)
9. **Register of Members and Share Transfer Books and Record Date**  
The Register of Members and Share Transfer Books will remain closed for a period of 7 days from Friday, September 19, 2025 to Thursday, September 25, 2025 (both days inclusive). The Company has fixed Thursday, September 18, 2025 as the 'Record Date' for the purpose of AGM and payment of dividend, if approved at the AGM.





#### 10. Registrar and Transfer Agent (“RTA”):

The name of the RTA has changed from “Link Intime India Private Limited” to “MUFG Intime India Private Limited” (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

#### 11. Final Dividend for FY: 2024-25

Members may note that the Board of Directors of the Company, at its meeting held on May 30, 2025, has recommended a final dividend of ₹ 1.00 (Rupee One only) per equity share of Rs. 10/- each for the Financial Year 2024-25. The dividends, once approved by the Members at the ensuing AGM, will be paid within 30 days from the date of their declaration, electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company’s RTA (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]

#### 12. Deduction of Tax on Dividend

For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company / RTA (if shares are held in physical mode).

To avail exemption of TDS, shareholders are requested to submit required documents/declaration by e-mail or upload the documents on <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> on or before Thursday, September 18, 2025. Members may also refer the e-mail sent to their registered e-mail ID for more details on submission of exemption documents. No communication would be entertained from Members after September 18, 2025 regarding tax withholding matters.

Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	i. Form No. 15G or ii. Form No. 15H
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 10F v. Any other document which may be required

*\*If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 206AA of the Income Tax Act, 1961]*



### 13. Members - Change in Details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. For shares held in electronic mode: to their DPs
- b. For shares held in physical mode: to the Company/RTA in prescribed Form ISR-1 and other forms.  
[SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the RTA website <https://web.in.mpms.mufg.com/KYC-downloads.html>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

### 14. Dematerialization of shares:

SEBI has mandated the Listed Companies to process service requests for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of RTA at <https://in.mpms.mufg.com/>.

[SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024]

Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 18, 2025 through e-mail on [contact@samratpharmachem.in](mailto:contact@samratpharmachem.in). The queries will be replied by the Company suitably.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 25, 2025. Members seeking to inspect such documents can send an email to the company at [contact@samratpharmachem.in](mailto:contact@samratpharmachem.in)

### 15. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal (“ODR Portal - <https://smartodr.in/login>”) to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company’s website <https://www.samratpharmachem.com/online-dispute-resolution/>

[SEBI Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023]

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**



1. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by MUFG Intime, on all the resolutions set forth in this Notice. [Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting Facility Provided by Listed Entities”]
2. The remote e-voting period begins on Monday, September 22, 2025 at 9:00 A.M. (IST) and ends on Wednesday, September 24, 2025 at 5:00 P.M. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, September 18, 2025 i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter.

Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. The Board of Directors has appointed Mr. Aqueel A. Mulla of M/s. A. A. Mulla & Associates, Practising Company Secretary (Membership No. FCS 2973) as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.
5. The voting rights of members shall be in proportion to their shares held in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, September 18, 2025. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting through e-voting during the AGM
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request to RTA.

In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under “Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.”

7. The voting during the AGM will begin on Thursday, September 25, 2025 at 1.00 p.m. (IST) and will end on completion of 30 minutes from the time of the conclusion of the AGM. Within this period, all members who are present at the AGM through VC facility and who have not exercised their vote through remote e-voting during the E-voting Period prior to AGM and are otherwise not barred from doing so, shall be allowed to e-vote during the AGM.
8. The facility for e-voting during the AGM is available only to those members participating in the meeting through VC facility. If a member has exercised his / her vote during the AGM through e-voting but not attended the AGM through VC facility, then the votes casted by such member shall be considered invalid. If a member casts votes by both the modes, then voting done through remote e-voting shall prevail and vote cast through E-voting during the AGM shall be treated as invalid.





The Company has signed an agreement with the RTA M/s. “MUFG Intime India Private Limited” for facilitating e-voting to enable the members to cast their vote electronically. Each voter may follow the following steps while e-voting:

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

### **REMOTE E-VOTING INSTRUCTIONS:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 to access e-voting facility.*

### **Login method for Individual shareholders holding securities in demat mode is given below:**

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

##### **METHOD 1 - NSDL IDeAS facility**

##### **Shareholders registered for IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG Intime India Private Limited” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **Shareholders not registered for IDeAS facility:**

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



##### **METHOD 2 - NSDL e-voting website**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.



- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 3 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **METHOD 1 - CDSL Easi/ Easiest facility:**

##### **Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

### **METHOD 2 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account



- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

#### STEP 1: LOGIN / SIGNUP to InstaVote

##### Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

##### Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
- User ID: Enter User ID
  - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)



4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - Shareholders holding shares in **NSDL form**, shall provide 'D' above
  - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).  
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

## STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

## GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CORPORATE BODY/ CUSTODIAN/MUTUAL FUND")

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- C. Fill up your entity details and submit the form.



- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID. (You have now registered on InstaVote)

## STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
  1. ‘Investor ID’ -
    - i. Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN000000012345678
    - ii. Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  2. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  3. ‘Investor PAN’ - Enter your 10-digit PAN.
  4. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.  
NOTE: File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.  
Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

## STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### METHOD 2 - VOTES UPLOAD





- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” option.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### HELPDESK:

#### SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### FORGOT PASSWORD:

#### SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAS FORGOTTEN THE PASSWORD:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

#### **General Instructions - Shareholders**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

#### **PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

#### **Login method for shareholders to attend the General Meeting through InstaMeet:**

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.



- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

**Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company by sending an e-mail from their registered e-mail id mentioning their name, DP ID and Client ID / Folio number and mobile number on email id: [contact@samratpharmachem.in](mailto:contact@samratpharmachem.in) on or before Thursday, September 18, 2025 Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

**Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.



- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

*Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.*

*Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.*

*Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*

*Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

*Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.*

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufig.com](mailto:instameet@in.mpms.mufig.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**Other Instructions:**

1. 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 will submit 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. The results will be announced within the time stipulated under the applicable laws
2. The results declared along with the consolidated Scrutinizer's Report and the recorded transcript of the meeting will be posted on the company's website [www.samratpharmachem.com](http://www.samratpharmachem.com) and on the website of RTA at <https://instavote.linkintime.co.in/> within two (2) working days of the passing of the resolutions at the 33<sup>rd</sup> AGM of the Company and shall be simultaneously communicated to BSE Limited ("BSE"), where the shares of the Company are listed.

**By order of the Board of Directors  
For Samrat Pharmachem Limited**

**Lalit Mehta  
Chairman & Managing Director  
DIN : 00216681**

**Mumbai  
July 16, 2025**



## ANNEXURE TO THE NOTICE

### Explanatory Statement

Pursuant to section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the business mentioned under Item No. 4 accompanying Notice:

#### Item No. 4

To appoint Mr. Aqueel A. Mulla, proprietor of Messrs. A. A. Mulla & Associates., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of 5 (five) consecutive years:

The Board of Directors has recommended the appointment of Mr. Aqueel Mulla, Proprietor of Messrs. A. A. Mulla & Associates, Company Secretaries, (Unique Identification No.: S1999MH026600), as the Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for a term of 5 (five) consecutive years, commencing from the financial year 2025-26 until the conclusion of the 38th Annual General Meeting of the Company which will be held for the financial year 2029-30.

Written consent of the Secretarial Auditors and confirmation to the effect that they are eligible and not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the Listing Regulations, the Companies Act, 2013 and the rules made thereunder is obtained.

The terms and conditions of the appointment include a tenure of five consecutive years, commencing from the Financial Year 2025-26 until the conclusion of the 38th Annual General Meeting of the Company which will be held in the Financial Year 2029-30. The fixed remuneration for the Secretarial Audit for the Financial year 2025-26 is set at Rs. 50,000/- (Rupees Fifty Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit.

Additional fees for statutory certifications and other professional services, if any, required to be obtained from the Secretarial Auditor, will be determined separately by the Board of Directors in consultation with the Secretarial Auditors. The remuneration for the subsequent financial years will also be approved by the Board.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Resolution No. 4 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Resolution No. 4 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Resolution No. 4 of the Notice for approval by Members of the Company.

#### Item No. 5

To re-appoint Mr. Lalit Mehta (DIN: 00216681), as Chairman & Managing Director of the Company.

The Board of Directors of the Company through resolution passed on July 16, 2025, re-appointed Mr. Lalit Mehta (DIN: 00216681) as the Chairman & Managing Director of the Company for the period of 5 years from 1st April, 2026 till 31st March, 2031 on the recommendation of the Nomination & Remuneration Committee.

As per the provisions of Section 196(3) of the Companies Act, 2013 & Schedule V, any Managing Director of the Company attaining the age of 70 years cannot continue on the post unless shareholders pass a special resolution confirming the appointment at their duly convened general meeting. Mr. Lalit Mehta has attained 88 years of age and therefore his continuation in office as a Chairman & Managing Director should be approved by the shareholders of the Company by passing a special resolution. Mr. Lalit Mehta's re-appointment will help immensely the company in introducing new range of products, development of processes and yield, forward integration and overall growth and development. He is well known in the pharma industry and possess good network





This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Lalit Mehta and terms & condition of his re-appointment are given below.

**Nature of Duties**

Mr. Lalit Mehta shall look after the marketing & administrative matters and such other related functions of the Company.

**Remuneration**

The Chairman & Managing Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies

**Period**

5 years from 1st April, 2026 to 31st March, 2031.

**Salary**

Rs. 4,00,000 p.m.

**Perquisites**

No perquisites will be paid.

**Minimum Remuneration**

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

**Sitting Fees**

No sitting fees will be paid to the Chairman & Managing Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Mr. Lalit Mehta aged 88 years is a Science & Law Graduate. He is a first generation entrepreneur. He is also a Promoter of the Company. He has over 58 years of experience in the pharmaceutical industry. He has brought a keen vision & direction to the company.

The Company has received necessary consent and declarations that Mr. Lalit Mehta is not disqualified from being appointed as the Chairman & Managing Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority.

**Other Terms**

- a. He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of the Central Government.
- b. He will be entitled to re-imbursement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

Additional information in respect of Mr. Lalit Mehta, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below.

As regard to re-appointment of Mr. Lalit Mehta as Chairman & Managing Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no. 5 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.



The Agreement entered into between the company and the Chairman & Managing Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00 pm on all working days as provided under section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 5 for approval by the members.

Except Mr. Lalit Mehta, Rajesh Mehta, & Mr. Megh Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in item No. 5 of the accompanying Notice.

### **Item No. 6**

To re-appoint Mr. Rajesh Mehta (DIN: 00216731), as a Non-Executive Independent Director of the Company.

The Board of Directors of the Company through resolution passed on July 16, 2025, Mr. Rajesh Mehta (DIN: 00216731) as the Executive Director of the Company for the period of 5 years from 1st April, 2026 till 31st March, 2031 on the recommendation of the Nomination & Remuneration Committee.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Rajesh Mehta and terms & condition of his re-appointment are given below.

#### **Nature of Duties**

Mr. Rajesh Mehta shall look after the marketing & administrative matters and such other related functions of the Company.

#### **Remuneration**

The Executive Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013.

#### **Period**

5 years from 1st April, 2026 to 31st March, 2031.

#### **Salary**

Rs. 3,50,000 p.m.

#### **Perquisites**

No perquisites will be paid.

#### **Minimum Remuneration**

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

#### **Sitting Fees**

No sitting fees will be paid to the Executive Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Mr. Rajesh Mehta aged 61 years is a Commerce Graduate and a qualified Chartered Accountant. He has over 33 years of experience in Finance, Corporate Affairs & MIS. He is the Executive Director of the Company since incorporation of the company. His rich experience in the pharmaceutical and chemical industry will be of immense benefit to the Company.

The Company has received necessary consent and declarations that Mr. Rajesh Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority.

**Other Terms**

- a. He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of the Central Government.
- b. He will be entitled to re-imbursement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

Additional information in respect of Mr. Rajesh Mehta, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below.

As regard to re-appointment of Mr. Rajesh Mehta as Executive Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no 6 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.

The Agreement entered into between the company and the Executive Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00 pm on all working days as provided under section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 6 for approval by the members.

Except Mr. Rajesh Mehta, Mr. Lalit Mehta & Mr. Megh Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in Item No. 6 of the accompanying Notice.

**Item No. 7**

To re-appoint Mr. Megh Mehta (DIN: 07287394), as a Non-Executive Independent Director of the Company.

The Board of Directors of the Company through resolution passed on July 16, 2025, Mr. Megh Mehta (DIN: 07287394) as the Executive Director of the Company for the period of 5 years from 1st April, 2026 till 31st March, 2031 on the recommendation of the Nomination & Remuneration Committee.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Megh Mehta and terms & condition of his re-appointment are given below.

**Nature of Duties**

Mr. Megh Mehta shall look after the marketing & administrative matters and such other related functions of the Company.

**Remuneration**

The Executive Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013.

**Period**

5 years from 1st April, 2026 to 31st March, 2031.

**Salary**

Rs. 1,75,000 p.m.

**Perquisites**

No perquisites will be paid.

**Minimum Remuneration**

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.



In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

### **Sitting Fees**

No sitting fees will be paid to the Executive Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Mr. Megh Mehta aged 32 years has a Bachelor's Degree in Management Studies (BMS), Master's Degree in Commerce (MCom) & Post Graduation in Professional Management (PGPM). He has over 10 years of experience in Marketing & Administration. He is the Executive Director of the Company since 2015. His experience in marketing of pharmaceutical products will be of immense benefit to the Company.

The Company has received necessary consent and declarations that Mr. Megh Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority.

### **Other Terms**

- a. He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of the Central Government.
- b. He will be entitled to re-imbursement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

Additional information in respect of Mr. Megh Mehta, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below.

As regard to re-appointment of Mr. Megh Mehta as Executive Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no 7 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.

The Agreement entered into between the company and the Executive Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00 pm on all working days as provided under section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 7 for approval by the members.

Except Mr. Megh Mehta, Mr. Rajesh Mehta & Mr. Lalit Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in Item No. 7 of the accompanying Notice.

### **Item No. 8**

To appoint Mr. Piyush Dharod (DIN: 11119391) as Non-Executive Independent Director of the Company

The Board of Directors of the Company through Board resolution passed on July 16, 2025, appointed Mr. Piyush Dharod (DIN: 11119391), as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. July 16, 2025.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Piyush Dharod holds office as an Additional Director till the date of the ensuing 33rd Annual General Meeting (AGM) scheduled on September 26, 2025. Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.



The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member signifying intention to propose the candidature of Mr. Piyush Dharod as an Independent Director of the Company.

The Board of Directors of the Company through resolution passed on July 16, 2025, recommended the appointment of Mr. Piyush Dharod as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from the date of Board's approval i.e. July 16, 2025 till July 15, 2030 (both days

Mr. Piyush Dharod is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Piyush Dharod as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also 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. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Piyush Dharod fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Mr. Piyush Dharod possesses the required skills, knowledge, and experience as identified by the Board in the fields of Banking & Finance, Data Analytics, Social Welfare & Corporate Governance and his induction on Samrat Pharmachem Board will immensely benefit the Company.

Further, Mr. Piyush Dharod possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Piyush Dharod as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Piyush Dharod as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from the date of Board's approval i.e. July 16, 2025 till July 15, 2030 (both days inclusive).

Accordingly, the Board recommends the resolution as set out at Item No. 8 of the Notice for approval of the Members of the Company as a Special Resolution.

The copy of draft letter of appointment of Mr. Piyush Dharod setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of 33<sup>rd</sup> AGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Piyush Dharod including his profile and specific areas of expertise are given in the AGM Notice as "Annexure A".

Except Mr. Piyush Dharod and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 9**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. S. N. Addagatla & Co., Cost Accountants, (Firm Registration No. 103855), the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus applicable taxes. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026 by passing an Ordinary Resolution as set out at Item No. 9 of the Notice.





None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 9 of the Notice for approval by the Members.

**By order of the Board of Directors  
For Samrat Pharmachem Limited**

**Mumbai  
July 16, 2025**

**Lalit Mehta  
Chairman & Managing Director  
DIN : 00216681**



### Details of Directors seeking appointment / re-appointment at the 33<sup>rd</sup> Annual General Meeting scheduled to be held on September 26, 2025

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015] and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are as given below:

Name of the Director	<b>Lalit Mehta</b>
Director Identification Number (DIN)	00216681
Designation and Category of Director	Chairman & Managing Director
Date of birth and age	August 8, 1936 (88 years)
Date of first appointment	June 16, 1992
Qualification(s)	<ul style="list-style-type: none"> <li>• Bachelor's Degree in Science (BSc)</li> <li>• Bachelor's Degree in Law (LLB)</li> </ul>
Brief Profile	Mr. Lalit Mehta is the first generation entrepreneur. He is also the Promoter of the Company. He has over 58 years of experience and possess strong network in the pharmaceutical industry. He has brought a keen vision & direction to the company.
Expertise in specific functional area	Wide experience in the pharmaceutical industry
Terms and conditions of appointment / re-appointment	<p>Re-appointed as Chairman &amp; Managing Director w.e.f. April 1, 2026.</p> <p>The other terms and conditions of appointment are set out in the Explanatory Statement for Item No. 5</p>
Directorships held in other listed companies	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil
Memberships/Chairpersonships of committees of other companies	Nil
Details of remuneration sought to be paid	Rs. 48 Lakhs per annum
Number of shares held in the Company as on March 31, 2025	431498
Relationship with other Directors / Managers / KMPs	<p>Relative:</p> <p>Father of Mr. Rajesh Mehta</p> <p>Grandfather of Mr. Megh Mehta</p>

Name of the Director	<b>Rajesh Mehta</b>
Director Identification Number (DIN)	00216731
Designation and Category of Director	Executive Director
Date of birth and age	June 25, 1964 (61 years)
Date of first appointment	June 16, 1992
Qualification(s)	<ul style="list-style-type: none"> <li>• Bachelor's Degree of Commerce (BCom)</li> <li>• Chartered Accountant (CA)</li> </ul>
Brief Profile	Mr. Rajesh Mehta is the Executive Director of the Company since incorporation of the company. His rich experience in the pharmaceutical and chemical industry will be of immense benefit to the Company.
Expertise in specific functional area	27 Wide experience in Finance, Corporate Affairs & MIS.



Terms and conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013 and re-appointment as Executive Director w.e.f. April 1, 2026.  The other terms and conditions of re-appointment are set out in the Explanatory Statement for Item No. 6
Directorships held in other listed companies	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil
Memberships/Chairpersonships of committees of other companies	Nil
Details of remuneration sought to be paid	Rs. 42 Lakhs per annum
Number of shares held in the Company as on March 31, 2025	383542
Relationship with other Directors / Managers / KMPs	Relative: Son of Mr. Lalit Mehta Father of Mr. Megh Mehta

Name of the Director	<b>Megh Mehta</b>
Director Identification Number (DIN)	07287394
Designation and Category of Director	Executive Director
Date of birth and age	August 1, 1992 (32 years)
Date of first appointment	October 1, 2015
Qualification(s)	<ul style="list-style-type: none"> <li>• Bachelor's Degree in Management Studies (BMS)</li> <li>• Masters Degree in Commerce (MCom)</li> <li>• Post Graduation in Professional Management (PGPM)</li> </ul>
Brief Profile	Mr. Megh Mehta has over 8 years of experience in Marketing & Administration. He is the Executive Director of the Company since 2015. His experience in marketing of pharmaceutical products will be of immense benefit to the Company.
Expertise in specific functional area	Wide experience in Marketing
Terms and conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013 and re-appointment as Executive Director w.e.f. April 1, 2026.  The other terms and conditions of re-appointment are set out in the Explanatory Statement for Item No. 7
Directorships held in other listed companies	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil
Memberships/Chairpersonships of committees of other companies	Nil
Details of remuneration sought to be paid	Rs. 21 Lakhs per annum
Number of shares held in the Company as on March 31, 2025	54356
Relationship with other Directors / Managers / KMPs	Relative: Son of Mr. Rajesh Mehta Grandson of Mr. Lalit Mehta



## Notes:

1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an Advisory Board Member and position in companies under Section 8 of the Companies Act, 2013.
2. The proposal for re-appointments of Directors has been approved by the Board pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.
3. Information pertaining to remuneration paid to the Directors who are being re-appointed and the number of Board Meetings attended by them during the year 2024-25 are provided in the Corporate Governance Report.
4. For other details such as number of meetings of the board attended during the year, remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.

Name of the Director	<b>Mr. Piyush Dharod</b>
Director Identification Number (DIN)	11119391
Designation and Category of Director	Independent Director, Non-Executive
Date of birth and age	December 30, 1961 (63 years)
Date of first appointment	July 16, 2025
Qualification(s)	<ul style="list-style-type: none"> <li>• Bachelor's Degree in Commerce (BCom)</li> <li>• Diploma in Computer Management</li> </ul>
Brief Profile	Mr. Piyush Dharod has extensive knowledge of banking and was associated with Central Bank of India for more than 35 years. Currently sharing his expertise with The Zoroastrian Co-operative Bank Ltd.
Expertise in specific functional area	Wide experience in Banking & Finance, Data Analytics, Social Welfare & Corporate Governance
Terms and conditions of appointment / re-appointment	<p>Appointed as Independent Director, Non-Executive w.e.f. July 16, 2025</p> <p>The other terms and conditions of appointment are set out in the Explanatory Statement for Item No. 8</p>
Directorships held in other listed companies	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil
Memberships/Chairpersonships of committees of other companies	Nil
Details of remuneration sought to be paid	Details given in explanatory statement
Number of shares held in the Company as on March 31, 2025	-
Relationship with other Directors / Managers / KMPs	-

## Notes:

1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an Advisory Board Member and position in companies under Section 8 of the Companies Act, 2013.
2. The proposal for appointment of Independent Director has been approved by the Board considering his skills, experience and knowledge and positive outcome of performance evaluation.