



KANORIA CHEMICALS & INDUSTRIES LIMITED

CIN: L24110WB1960PLC024910

Registered Office: "KCI Plaza", 6th Floor, 23C, Ashutosh Chowdhury Avenue, Kolkata – 700 019

Phone: (033) 4031 3200

Email: investor@kanoriachem.com Website: www.kanoriachem.com

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of **Kanoria Chemicals & Industries Limited** will be held on **Wednesday, 1st day of April 2026 at 11:00 A.M.** through Video Conference ("VC")/Other Audio Visual Means ("OAVM") to transact the following business(es):

Item No. 1: To consider and approve increase in the Authorised Share Capital of the Company and consequent amendment in the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, and enabling provisions of the Articles of Association of the Company, and subject to other approvals as may be required, the consent and approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each and 5,00,000 (Five Lakhs) Preference Shares of Rs. 1,000/- (Rupees One Thousand Only) each and that existing Clause V of the Memorandum of Association of the Company be altered with the following clause:

V. The Authorised Share Capital of the company is Rs. 10,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 Equity Shares of Rs. 5/- each and 5,00,000 Preference Shares of Rs. 1,000/- each with power to increase and reduce the Capital, to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential or special rights, privileges or conditions, as may be determined in accordance with the Act for the time being in force and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board of Directors which shall include any director further authorised by the Board to exercise powers in this regard and the CFO and Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Item No. 2: To approve issuance and allotment of Non – Convertible, Non – Cumulative, Non-Participating, Redeemable Preference Shares (NCRPS) of 1,000/- each to M/s. R. V. Investment and Dealers Limited on private placement basis

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 9 and 13 of the Companies (Share Capital and Debentures Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment thereto or re-enactment thereof) for the time being in force and in accordance with Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the



Kanoria Chemicals & Industries Limited
Notice to the Shareholders

Company be and is hereby accorded to the Board to create, offer, issue and allot 5,00,000 (Five Lakh) Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares of nominal value of Rs. 1,000/- each fully paid up for cash at par at an issue price of Rs. 1,000/- (Rupees One Thousand Only) aggregating up to Rs. 50,00,00,000 (Rs. Fifty Crores Only) to M/s. R. V. Investment and Dealers Limited on private placement basis on the following terms and such other terms and conditions as set out in the Explanatory Statement annexed hereto:

The Non-Cumulative, Non- Participating, Non-Convertible Redeemable Preference Shares (NCRPS) shall be subject to following terms and conditions:

1	Issuer Company	Kanoria Chemicals & Industries Limited
2	Subscriber Company	M/s. R. V. Investment and Dealers Limited
3	Nature of Security	Non- Convertible, Non- Cumulative, Non-Participating Redeemable Preference Shares (hereinafter referred as 'NCRPS')
4	Face Value	Rs. 1,000/- (Rupees One Thousand each)
5	Issue price	NCRPS shall be issued at par.
6	Dividend/ Coupon	7% per annum on non-cumulative basis subject to deduction of taxes at source, if applicable
7	Voting rights	NCRPS shall not carry voting rights, except as per the provisions of Section 47 of the Companies Act, 2013.
8	Security	Not Applicable
9	Tenure	The said Preference Shares shall be redeemable at par, at the end of 8 th ,9 th , 10 th , 11 th and 12 th year from the date of allotment in five equal installments. However, the Board of Directors of the Company will have discretion to redeem it at any time after the end of 5 years from the date of allotment.
10	Taxes	Company to withhold applicable taxes on dividend and dividend shall be paid net of applicable taxes.
11	Liquidation Preference	In the event of a dissolution or winding up the Issuer Company, from the proceeds available for distribution to shareholders, the holder of the NCRPS shall be entitled to receive in respect of all the NCRPS then held by it, in preference to any distribution of any assets to holders of Equity Shares of the Issuer Company, the redemption amount (including, arrears of preference dividend, if any).
12	Conversion	NCRPS shall not be convertible into equity shares.
13	Transferability	Transferable at the discretion of the holder.
14	Listing	NCRPS will not be listed on any of the stock exchanges.
15	Participation in surplus assets and profits	NCRPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Issuer Company.



16	Participation in surplus funds	NCRPS shall be non-participating in the surplus funds.
17	Governing Law	NCRPS will be governed by and in accordance with the laws of India.
18	Disputes	Any disputes in relation to NCRPS shall be settled as per Arbitration and Conciliation Act, 1996.

RESOLVED FURTHER THAT any one of the Directors of the Company or the CFO or Company Secretary be and are hereby authorized to take all such steps and actions and give such directions as may be deemed necessary for giving effect to this resolution.

RESOLVED FURTHER THAT any one of the Directors of the Company or the CFO or Company Secretary be and are hereby authorized to execute all documents, communications, to issue the offer letter and allot the preference shares and to do all further acts, deeds and things as may be required to implement the aforesaid resolution and provide the absolute authority to resolve all doubts, questions relating thereto from time to time without seeking any further approval of the members of the Company.”

Registered Office

KCI Plaza, 6th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata – 700 019

Date: 12th February 2026
Place: Kolkata

By Order of the Board

Sd/-
Pratibha Jaiswal
Company Secretary
Membership No. 33981



NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") and Secretarial Standards on General Meetings (SS-2) setting out material facts are appended herein below.
2. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 5, 2025 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM, since the EGM is being held in accordance with the MCA Circulars through VC. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on investor@kanoriachem.com with a copy marked to kanoriachemscrutinizer@gmail.com and evoting@nsdl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
4. The 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. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") read with Clarification / Guideline on applicability of Secretarial Standard-1 & 2 dated 15th April 2020 issued by ICSI, the proceedings of EGM shall be deemed to be conducted at the Registered office of the Company which shall be deemed venue of the EGM. Since the EGM is being conducted through VC/OAVM, the route map for the venue of the meeting is not annexed in this notice.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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 entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, 6th March 2026**. Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of



the same. Members holding shares in dematerialized form, if any, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.kanoriachem.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. EGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice
- 11. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **Sunday, 29th March 2026 at 09:00 A.M.** and ends on **Tuesday, 31st March 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, 25th March 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, 25th March 2026**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to</p>



enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are 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>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi



	<p>Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Provider.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat	Your User ID is:
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(NSDL or CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can take printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

12. GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kanoriachemscrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com / evoting@nsdl.com

13. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



3. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

14. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 EGM.
3. 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 EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

15. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience and will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. Members who would like to express their views/have questions during the EGM may register themselves as speaker by sending email to investor@kanoriachem.com from their registered email address, mentioning their name, DP ID/ Client ID/ Folio number, email id, mobile number between Tuesday, 24th March 2026 to Wednesday, 25th March 2026. Only those members who have registered themselves as speakers will be able to speak at the Meeting. Speakers are requested to submit their questions at the time of registration to enable the Company to respond suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.

16. VOTING RESULTS:

1. The Company has appointed Shri Amit Choraria (Membership No. 066838), Practicing Chartered Accountant and proprietor of Amit Choraria & Co., Kolkata as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
2. The Results of voting will be declared within 2 working days from the conclusion of the EGM. The declared Results along with the Scrutinizer's Report shall be placed on the website of the Company www.kanoriachem.com and on the website of NSDL immediately after the declaration of result by the Chairman or any Director authorized by him in writing and shall also be displayed on the notice Board of the Company at its Registered Office and Corporate Office. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.



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

ITEM NO. 1:

The Authorized Capital of the Company, at present is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 10,00,00,000 Equity Shares of Rs. 5/- each and paid up Capital of the Company is Rs. 21,84,66,665 (Rupees Twenty-One Crores Eighty-Four Lakhs Sixty-Six Thousand Six Hundred and Sixty-Five Only) divided into 4,36,93,333 (Four Crores Thirty-Six Lakhs Ninety-Three Thousand Three Hundred and Thirty-Three Only) Equity Shares of Rs. 5/- (Rupees Five Only)

In order to enable the Company to meet its capital expenditure, working capital requirements and other general corporate purposes, the Company intends to raise funds through further issue of Shares. To enable the company to issue further Shares, it is necessary to increase the Authorized Share Capital of the Company to accommodate the further allotment of shares.

Therefore, the Board proposes that the Company should increase its Authorized Share Capital to Rs. 10,00,000,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 Equity Shares of Rs. 5/- each and 5,00,000 Preference Shares of Rs. 1,000/- each.

The increase in Authorized Capital and consequential amendment to the Capital Clause of the Memorandum of Association of the Company, requires approval of members by way of Special Ordinary Resolution u/s 13, 61 of the Companies Act, 2013.

Accordingly, the approval of members is sought to increase the Authorized Share Capital as well as consequently alter the Capital Clause of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association of the Company is available for inspection by the members of the Company at its Registered Office during the normal business hours on any working day of the Company.

The Board recommends to pass the resolution as set out in Item No. 1 of the notice for approval of the members.

None of the Directors and /or their relatives are concerned or interested in the above stated resolutions, except to the extent of their shareholding, if any.

ITEM NO. 2:

In order to enable the Company to meet its capital expenditure, working capital requirements and other general corporate purposes, it is proposed to issue Non- Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares.

In terms of sections 42, 55 and 62(1)(c) of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures Rules), 2014, a company making an allotment of Preference Shares on private placement basis is required to obtain the approval of the Members by way of special resolution for each of such offer or invitation.

It is proposed to obtain approval of the members under Sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Act read together with rules made thereunder (to the extent applicable), to enable the Company (herein after also called 'Issuer') to make a preferential issue on private placement basis of up to 5,00,000 (Five Lakh) Non- Convertible, Non-Cumulative, Non-Participating, Redeemable 7% Preference Shares of nominal value of Rs 1,000/- each fully paid each fully paid up for cash at par at an issue price of Rs. 1,000/- (Rupees One Thousand Only) aggregating up to Rs. 50,00,00,000 (Rs. Fifty Crores Only) to M/s. R. V. Investment and Dealers Limited.



Kanoria Chemicals & Industries Limited
Notice to the Shareholders

As required under Rule 9(3) and 13(2)(d) of the Companies (Share Capital and Debentures Rules), 2014 and Rule 14(1)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (the "NCRPS Issue") are as follows:

(a)	Date of passing of Board resolution.	12 th February 2026
(b)	The size of issue and number of Preference Shares to be issued and nominal value of each share	<ul style="list-style-type: none">➤ 5,00,000 Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (NCRPS)➤ Up to Rs. 50,00,00,000 (Fifty Crores Only)➤ 7% Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (NCRPS) of Rs. 1,000/- each.
(c)	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	The said Preference shares will be Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares.
(d)	The purpose / objective of the Issue	In order to enable the Company to meet its capital expenditure, working capital requirements and other general corporate purposes.
(e)	The manner of Issue of shares	The said NCRPS are proposed to be issued on Private Placement basis to M/s. R. V. Investment & Dealers Limited.
(f)	Price at which such shares are proposed to be issued and basis on which the price has been arrived at the security is being offered including the premium, if any, along with justification of the price	The Company is offering Non-Cumulative, Non-Participating, Non-Convertible Redeemable Preference Shares at the face value of Rs. 1,000/- each, at par at the face value.
(g)	Name and address of the valuer who performed valuation of the security offered	CA Manish Gadia, Registered Valuer (IBBI) 5, Raja Subodh Mullick Square, 2 nd Floor, Kolkata – 700 013
(h)	Terms of issue including terms and rate of dividend on each Share, etc.	<p>7% Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares are proposed to be issued AT PAR at the face value of Rs 1,000/- each.</p> <p>The said Preference Shares shall be redeemable at par, at the end of 8th, 9th, 10th, 11th and 12th year from the date of allotment in five equal installments. However, the Board of Directors of the Company will have discretion to redeem it at any time after the end of 5 years from the date of allotment.</p> <p>The preference shares shall not have voting rights, except as per Section 47(2) of the Companies Act, 2013.</p>
(i)	Terms of redemption including: (i) the tenure of redemption	<p>(i) The said Preference Shares shall be redeemable at par, at the end of 8th, 9th, 10th, 11th and 12th year from the date of allotment in five equal installments. However, the Board of</p>



Kanoria Chemicals & Industries Limited
Notice to the Shareholders

	<p>(ii) Redemption of Shares at premium</p> <p>(iii) If the Preference Shares are convertible, the Terms of conversion</p>	<p>Directors of the Company will have discretion to redeem it at any time after the end of 5 years from the date of allotment.</p> <p>(ii) Redemption will be at par value.</p> <p>(iii) The Preference Shares are non - convertible, hence terms of conversion are not applicable.</p>
(j)	The Manner and modes of redemption	The said Preference Shares shall be redeemable at par, at the end of 8 th , 9 th , 10 th , 11 th and 12 th year from the date of allotment in five equal installments. However, the Board of Directors of the Company will have discretion to redeem it at any time after the end of 5 years from the date of allotment.
(k)	The expected dilution in Equity Share Capital upon conversion of Preference Shares	Since the preference Shares are Non-Convertible, there will be no dilution in Equity Shares of the company.
(l)	Class of persons to whom the allotment is proposed to be made;	The issuance is proposed to be made to R.V. Investment & Dealers Limited, a promoter of the Company.
(m)	Intention of promoters, directors or key managerial personnel to subscribe to the offer	<p>The issuance of NCRPS is being offered to R.V. Investment and Dealers Limited, a promoter entity, which intends to subscribe to the aforesaid issuance.</p> <p>Other than the aforesaid entity, no other promoter, director, or KMP is intending to subscribe to the issuance.</p>
(n)	The proposed time within which the allotment shall be completed	Three months from the date of passing of shareholders resolution.
(o)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	R.V. Investment & Dealers Limited, currently holds 7.35% equity shares in the Company.
(p)	The change in control, if any, in the company that would occur consequent to the preferential offer	NCRPS proposed to be issued will not carry voting rights, therefore, there would not be any change in control.
(q)	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL



Kanoria Chemicals & Industries Limited
Notice to the Shareholders

(r) The pre issue and post issue shareholding pattern of the company in the following format	Category		Pre- Issue (Equity)		Post Issue (Equity)	
			Share	%	Share	%
	Promoter:					
	Individual		15,16,242	3.47	15,16,242	3.47
	NRI		4,34,739	1.00	4,34,739	1.00
	Body Corporate		3,05,55,899	69.93	3,05,55,899	69.93
	Sub Total	-	3,25,06,880	74.40	3,25,06,880	74.40
	Non-Promoter:					
	Institutional Investor		31,425	0.07	31,425	0.07
	Other Body Corporates		7,21,321	1.65	7,21,321	1.65
	FII		19,137	0.04	19,137	0.04
	NRI		2,28,661	0.52	2,28,661	0.52
	Indian Public		1,01,85,909	23.32	1,01,85,909	23.32
	Sub Total	-	1,11,86,453	25.60	1,11,86,453	25.60
	Total		4,36,93,333	100	4,36,93,333	100
	Category		Pre- Issue (Preference)		Post Issue (Preference)	
			Share	%	Share	%
	Promoter:					
	Body Corporate		-	-	5,00,000	100
	Total					

The Board recommends to pass the resolution as set out in Item No. 2 of the notice for approval of the members.

None of the Directors and /or their relatives are concerned or interested in the above stated resolutions, except to the extent of their shareholding, if any.

Registered Office

KCI Plaza, 6th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata – 700 019

Date: 12th February 2026
Place: Kolkata

By Order of the Board

Sd/-
Pratibha Jaiswal
Company Secretary
Membership No. 33981