



August 12, 2023

BSE Limited Department of Corporate Services, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code No: 542665	National Stock Exchange of India Limited Listing Department, Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Company Symbol: NEOGEN
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Sub: Notice of Annual General Meeting and Submission of Annual Report for the financial year 2022-23 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Book Closure and Cut-off Date Intimation.

Dear Sir/Madam,

Pursuant to Regulation 34, 42 and other relevant regulations of the Listing Regulations, we are submitting herewith the Annual Report of the Company for the financial year 2022-23 including the Notice of 34th Annual General Meeting (AGM). The 34th AGM of the Company is scheduled to be held on **Tuesday, September 5, 2023 at 5.00 p.m.** IST through video conferencing / other audio-visual means (VC/ OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Annual Report is being sent through electronic mode to all those members whose email id is registered with the Company/Company’s Registrar and Transfer Agent - Link Intime India Private Limited (“RTA”)/Depository Participant(s) (“DP”) and dispatched/ sent by permitted mode(s) to the members whose email ids are not registered with Company/ DP/ RTA and it can also be accessed at the website of the Company at <https://neogenchem.com/annual-reports-2/>.

The details pertaining to (i) registering/updating KYC and other details (ii) Information on e-voting (iii) Dividend and Taxation of Dividend and (iv) process to attend the 34th AGM through VC/OAVM has been set out in the Notes to the Notice of the 34th AGM.

The members are provided with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the Notice of 34th AGM, using the electronic voting platform provided by the RTA. The Company has fixed **Friday, August 25, 2023** as the “Cut-off Date” for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the 34th AGM or to attend the AGM.

The remote e-voting period commences on **Saturday, September 2, 2023 at 9:00 A.M** and ends on **Monday, September 4, 2023 at 5:00 P.M.** In addition, the facility to e-vote during the 34th AGM will be available to those members who were not able to vote through remote e-voting during the e-voting period. The e-voting during the 34th AGM will commence on **Tuesday, September 5, 2023 at 5.00 p.m.** and will end on completion of 30 minutes from the time of the conclusion of the 34th AGM. The Register of Members and the Share Transfer books of the



NEOGEN
CHEMICALS LTD.

Company will remain closed from **Saturday, August 26, 2023 to Tuesday, September 5, 2023** (both days inclusive) for the purpose of the 34th AGM.

The above details are also being uploaded at the website of the Company at https://neogenchem.com/financial-performance/#all_tab|1.

You are requested to kindly take the above information on your record.

Thanking you,
Yours faithfully,
For Neogen Chemicals Limited

Unnati Kanani
Company Secretary & Compliance Officer
Membership No: ACS 35131
Encl: A/a

Notice of 34th Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting (“the AGM”) of the members of **Neogen Chemicals Limited** (“the Company”) will be held on **Tuesday, September 5, 2023, at 5.00 p.m.** IST through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OVAM’) to transact the following businesses:

Ordinary Business:

1) To receive, consider and adopt the:

- a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with Reports of the Board of Directors (“the Board”) & Auditors’ thereon; and

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023, and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with Report of the Board of Directors (“the Board”) & Auditors’ thereon.

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2) To declare a final dividend on equity shares of the Company for the financial year ended March 31, 2023.

“**RESOLVED THAT** a final dividend, of Rs. 3 on each fully paid-up equity share of a face value of Rs. 10 each of the Company for the FY 2022-23, as recommended by the Board of Directors, be and is hereby declared and approved for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company.”

3) To appoint a director in place of Mr. Anurag Surana (DIN: 00006665), Non-Executive and Non-Independent Director who retires by rotation and being eligible offers himself for re-appointment.

“**RESOLVED THAT** Mr. Anurag Surana (DIN: 00006665), who retires by rotation and being eligible has offered

himself for re-appointment be and is hereby re-appointed a Director of the Company.”

Special Business:

4) Re-Appointment of Mr. Haridas Kanani, as a Chairman and Managing Director of the Company and to fix his Remuneration:

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 provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Articles of Association of the Company, and on recommendation of the Nomination and Remuneration committee and approval of the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded for the re- appointment and terms of remuneration of Mr. Haridas Kanani (DIN: 00185487) as a Chairman and Managing Director of the Company for a further term of 5 years starting from August 11, 2023 to August 10, 2028, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the agreement, the abstract of which is given in explanatory statement annexed to this Notice, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, with authority to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or to recommend/decide from time to time the remuneration (including annual increments, perquisites and incentives along with the performance bonus and commission) payable to Mr. Haridas Kanani during his tenure subject to the same not exceeding the then existing limits specified under Section 197, read

with Schedule V of the Companies Act, 2013 (including any amendments, modifications made hereinafter in this regard) and SEBI LODR and in such manner as may be agreed to between the Board and Mr. Haridas Kanani without any further reference to the members in General Meeting;

RESOLVED FURTHER THAT the Board/Committee(s) of the Board of the Company, any of the Directors, Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things (including the power to sub-delegate) as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, making application, filing of requisite forms/ documents with the Registrar of Companies and/ or such other authorities as may be necessary for the said purpose; issuing clarification and make submissions to various authorities; to sign, seal, execute and submit the necessary documents, letters, deeds and agreement to the concerned authorities; to resolve and settle any questions/difficulties that may arise with respect to the said re- appointment of Mr. Haridas Kanani as a Chairman and Managing Director and to authorize such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit in the best interest of the Company, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.”

5) Re-Appointment of prof. Ranjan Kumar Malik as an Independent Director

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 provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Prof. Ranjan Kumar Malik (DIN: 08221989), whose present term of office as an Independent Director expires on October 5, 2023, and who has given his consent for the re-appointment and

has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and Listing Regulations and who is eligible for re-appointment, in respect of whom Notice has been received from a Member under Section 160 of the Act signifying the intention to propose his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from October 6, 2023 to October 5, 2028 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), Prof. Ranjan Kumar Malik (DIN: 08221989), Independent Director of the Company be paid such sitting fees, for attending the meeting(s) of the Board or any Committee thereof, if constituted, as may be approved by Board and mentioned in the Letter of Appointment and he may also be paid a commission of such amount not exceeding in aggregate one (1%) percent of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, and reimbursement of any expenses for participation in the board and other meetings.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board of the Company, any of the Directors, Chief Financial Officer or the Company Secretary, if any of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things (including the power to sub-delegate) as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, making application, filing of requisite forms/ documents with the Registrar of Companies and/ or such other authorities as may be necessary for the said purpose; issuing clarification and make submissions to various authorities; to sign, seal, execute and submit the necessary documents, letters, deeds and agreement to the concerned authorities; to resolve and settle any questions/difficulties that may arise with respect to the said appointment of Prof. Ranjan Kumar Malik (DIN: 08221989) as an Independent Director and to authorize such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit in the best interest of the Company, without being required to seek any further consent or

approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.”

6) Re-Appointment of Mrs. Avi Sabavala as an Independent Director

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 provisions of sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Avi Sabavala (DIN: 08246256), whose present term of office as an Independent Director expires on October 5, 2023, and who has given her consent for the re-appointment and has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and Listing Regulations and who is eligible for re-appointment, in respect of whom Notice has been received from a Member under Section 160 of the Act signifying the intention to propose her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from October 6, 2023 upto October 5, 2028 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Avi Sabavala (DIN: 08246256), Independent Director of the Company be paid such sitting fees, for attending the meeting(s) of the Board or any Committee thereof, if constituted, as may be approved by Board and mentioned in the Letter of Appointment and he may also be paid a commission of such amount not exceeding in aggregate one (1%) percent of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, and reimbursement of any expenses for participation in the board and other meetings.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board of the Company, any of the Directors, Chief Financial Officer or the Company Secretary, if any of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things (including the power to sub-delegate) as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, making application, filing of requisite forms/ documents with the Registrar of Companies and/ or such other authorities as may be necessary for the said purpose; issuing clarification and make submissions to various authorities; to sign, seal, execute and submit the necessary documents, letters, deeds and agreement to the concerned authorities; to resolve and settle any questions/difficulties that may arise with respect to the said appointment of Mrs. Avi Sabavala (DIN: 08246256) as an Independent Director and to authorize such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit in the best interest of the Company, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.”

7) Ratification of Remuneration payable to Cost Auditor:

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

“**RESOLVED THAT** pursuant to the provisions of section 148(3) of the Companies Act, 2013, read with Companies (Cost Records and Audit Rules), 2014, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory enactment, amendments or modifications thereto from time to time) and on recommendation of the Audit committee and approval of the Board of Directors of the Company, the members of the Company hereby ratifies and approves the appointment of Kishore Bhatia & Associates, Cost Accountants, with Firm Registration Number- 00294, as the Cost Auditors of the Company, to verify and review the cost records and conduct the audit of the cost records of the Company for the financial year ending on March 31, 2024, at a remuneration of Rs. 3,30,000/- (Rupees Three Lakhs Thirty Thousand) plus applicable taxes and reimbursement of out-of-pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

8) Increasing the borrowing powers under section 180(1) (C) of the Companies Act, 2013 up to Rs. 1000 Crores:

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to borrow any sum or sums of money from time to time as it may consider fit for the purpose of the business of the Company from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be so borrowed together with monies already borrowed by the Company from the Company’s Bankers (apart from the temporary loans obtained or to be obtained from the Company’s Bankers’ in the ordinary course of business) may at any time exceed the aggregate of the Paid-up Capital of the Company, free reserves and securities premium account, (that is to say, reserves not set apart for any specific purpose), provided, however that the total amount so borrowed by the Company and outstanding at any one time shall not exceed the sum of **Rs. 1000 crores (Rupees One Thousand Crores)** and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

9) Creation of security on the properties of the Company, both present and future, in favour of lenders:

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s) (together “**the Lenders**”), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency)/ financial assistance or financial indebtedness availed by the Company from time to time, (including without limitation, the due payment of the principal and/ or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the “Financial Indebtedness”) in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness on such terms and conditions as may be agreed between the Company and any Lender(s) provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed **Rs. 1000 crores (Rupees One thousand crores)** at any time as approved under Section 180(1)(c) of the Act;

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

10) Alteration / Reclassification of the authorised Share Capital and consequent alteration of Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10 each; 20,00,000 (Twenty Lakh) 9.8% Fully Redeemable Cumulative Preference Shares of Rs. 100 each; and 5,00,000 (Five Lakh) 10% Cumulative Optionally Convertible Preference Shares of Rs. 100 each be and is hereby reclassified **TO** the Authorised Share Capital of the Company of Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 4,00,00,000 (Four Crores) Equity shares of Rs. 10 (Rupees Ten) each and 10,00,000 (Ten Lakhs) Preference shares of Rs. 100 (Rupees Hundred) each.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the approval of the members of the Company, be and is hereby accorded to alter/ amend/ reclassify the Memorandum of Association of the Company by substituting the existing Clause V thereof with the following new Clause V as under:

*****V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into

- i. 4,00,00,000 (Four Crores) Equity shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 40,00,00,000/- (Rupees Forty Crores); and
- ii. 10,00,000 (Ten Lakhs) Preference shares of Rs. 100 (Rupees Hundred) each aggregating to Rs. 10,00,00,000/- (Rupees Ten crores).

The Company has power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or contributors in such manner as may be permitted by the Act.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board of the Company, any of the Directors, Chief Financial Officer or the Company Secretary, if any of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things (including the power to sub-delegate) as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, making application, filing of requisite forms/ documents with the Registrar of Companies and/ or such other authorities as may be necessary for the said purpose; issuing clarification and make submissions to various authorities; to sign, seal, execute and submit the necessary documents, letters, deeds and agreement to the concerned authorities; to resolve and settle any questions/difficulties that may arise with respect to the said alteration / reclassification of the authorised share capital and consequent alteration of memorandum of association and to authorize such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit in the best interest of the Company, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.”

11) To authorize issuance of securities through permissible modes of fund-raising

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

RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), (the **“Companies Act”**), the provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended (**“SEBI ILDS Regulations”**), the Foreign Exchange Management Act, 1999, (**“FEMA”**) including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the **“ECB Guidelines”**), the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, as amended (the **“2014 Scheme”**), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India (**“SEBI”**) and as amended from time to time, the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (**“GOI”**), Ministry of Finance (Department of Economic

Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), SEBI, BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**), and together with BSE Limited (**“BSE”**), the (**“Stock Exchanges”**) or any other stock exchange where the equity shares of face value of Rs. 10/- (Rupees ten only) each (**“Equity Shares”**) of the Company are listed (together the **“Stock Exchanges”**), and/ or any other relevant law/ guideline(s) and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the **“Authorities”**), to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), permission(s) sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such terms, conditions and modifications as may be prescribed by any of the Authorities while granting any such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall deemed to mean and include any committee(s) duly constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to raise funds upto an extent of **Rs. 500,00,00,000 (Rupees Five Hundred Crore)** by way of issue, offer and allotment (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter) including equity shares, fully/ partly convertible/ non-convertible instruments including debenture warrants, convertible warrants, securities convertible into equity shares or any other equity based instruments, or debt securities including but not limited to Non-Convertible Debentures (**NCDs**) or Compulsory Convertible Debentures (**CCDs**) or Bonds or Foreign Currency Convertible Bonds (**FCCBs**) or Global Depository Receipts (**GDR**) or American Depository Receipts (**ADR**) or any other eligible securities or any combination thereof (collectively referred to as **“Securities”**), with or without premium, in one or more tranche, including by way of a public issue, rights issue, preferential issue or a private placement (including a qualified institutions placement (the **“QIP”**) in accordance with Chapter VI of the SEBI Regulations), **or through any other permissible mode** or any combination thereof of any of the above, to the eligible investors whether Indian or foreign, that may be permitted to invest in such issuance of Securities, (whether institutions

and/or incorporated bodies and/or trusts or otherwise)/ foreign portfolio investors/mutual funds/pension funds/ venture capital funds/ banks/ alternate investment funds/Indian and/or multilateral financial institutions, insurance companies, qualified institutional buyers (the “QIBs”) and any other category of persons or entities who/which are authorised to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called the “Investors”), for cash consideration, in Indian/ foreign currency, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion/redemption/ extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws and on such terms and conditions as may be deemed appropriate by the Board of Directors, subject to the receipt of necessary approvals, including the approval of the members of the Company at a general meeting or through postal ballot and such other regulatory/ statutory approvals as may be required, at an issue price as determined by the Board in accordance with the pricing guidelines prescribed under SEBI Regulations and pursuant to the provisions under the Act, by way of an offer document/ prospectus or such other document, in India or abroad, such number of Equity Shares of the face value of Rs. 10 (Rupees ten only) each and aggregating up to **Rs. 500 Crore (Rupees Five Hundred Crore only)** (inclusive of premium amount, if any), whether at a discount (subject to Section 53 of the Companies Act, 2013) or premium to the market price, from time to time in one or more tranches, including but not limited to one or more of the existing shareholders/members, employees of the Company, qualified institutional buyers within the meaning prescribed under SEBI ICDR Regulations

(“QIBs”) pursuant to a qualified institutions placement (“QIP”), through a placement document and at such price and such terms and conditions as may be determined in accordance with the relevant provisions of SEBI ICDR Regulations or such other entities, authorities or any other category of investors who are authorized to subscribe to the equity shares of the Company as per the extant regulations/guidelines, as deemed appropriate by the Board, and/or any securities convertible or exchangeable into such number of Equity Shares, including but not limited to convertible debentures and/or preference shares (compulsory and/ or optionally, fully and/or partly) and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/or foreign currency convertible bonds (“FCCB”) and/or debentures/non-convertible debt instruments along with warrants / convertible debentures / securities and/or foreign currency exchangeable bonds (“FCEB”) which are convertible or exchangeable into equity shares at the option of the Company, by way of public issuance or private placement including qualified institutions placement (“QIP”) or any other method permitted under applicable laws, and/or preference shares and/or global depository receipts (“GDRs”) and/or American depository receipts (“ADRs”) and/or any other financial instruments/securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as “Securities”), secured/un-secured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies, and/or any combination of any of the aforementioned Securities in one or more tranches and/or one or more issuances simultaneously or otherwise for aggregating up to **Rs. 500 crore** (Rupees Five Hundred Crore only) or its equivalent in any other currency(ies) (inclusive of such premium as may be fixed on such Securities), through one or more public issue(s), rights issue(s), private placement(s), QIP pursuant to Chapter VI of SEBI ICDR Regulations, and/or any combination thereof or any other method as may be permitted under applicable laws to one or more eligible investors, in the course of domestic or international offerings, through issue of prospectus and/or letter of offer and/or placement document and/or offering circular and/or other permissible/ requisite offer documents to any eligible person, including QIBs, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian),

alternative investment funds, foreign portfolio investors, public financial institutions, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds, insurance companies, provident fund with minimum applicable corpus and/or any other categories of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board/committee in its absolute discretion and, whether or not such investors are Members of the Company, (collectively referred to as the “Investors”), at such price or at a discount or premium to market price, as may be permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms and conditions as the Board may determine and without requiring any further approval or consent from the members at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors, where necessary in consultation with the lead managers, merchant bankers, underwriters, guarantors, financial and / or legal advisors, depositories, registrars and other agencies, and as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws and on such terms and conditions as may be deemed appropriate by the Board of Directors, subject to the receipt of necessary approvals, including the approval of the members of the Company at a general meeting or through postal ballot and such other regulatory/ statutory approvals as may be required, at an issue price as determined by the Board in accordance with the pricing guidelines prescribed under SEBI Regulations and pursuant to the provisions under the Act.

“RESOLVED FURTHER THAT such issue, offer or allotment shall be by one or more of the following modes, i.e., by way of public issue, rights issue, and/ or on a private placement basis, including QIP, with or without over-allotment option and that such offer, issue, placement and allotment be made as per the applicable and relevant laws/guidelines, as the Board may deem fit.

“RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, SEBI Listing Regulations and 1993 Scheme, as applicable, the relevant date for determining the price of the Securities to be issued by way of QIP/FPO/rights issue/ FCCBs/ FCEBs or any other permissible mode shall be the date of the meeting in which the Board decides to open the proposed issue or such other date, as may be prescribed in accordance with applicable laws.”

“RESOLVED FURTHER THAT, if the Company proposes to issue and allot any Securities by way of QIP pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and SEBI Listing Regulations:

1. the issue and allotment of Securities by way of QIP shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations, from time to time;
2. the “**relevant date**” for determination of the floor price of the Equity Shares to be issued shall be:
 - a. in case of allotment of Equity Shares in a QIP, the date of meeting in which the Board decides to open the issue, and/or
 - b. in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.
3. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (“QIP Floor Price”), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR

Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of up to 5% (five per cent) or such other discount as may be permitted under applicable law for any of Securities.

4. the issue and allotment of fully paid-up Securities, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, the 1993 Scheme and other applicable laws (or any combination of the Securities as decided by the Board), shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.
5. the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in SEBI regs shall be complied with.
6. no partly paid-up Equity Shares or other Securities shall be issued/allotted.
7. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.
8. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment
9. the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.”

“**RESOLVED FURTHER THAT** in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;

- b. makes a rights issue of Equity Shares;
- c. consolidates its outstanding Equity Shares into a smaller number of shares;
- d. divides its outstanding Equity Shares including by way of stock split;
- e. re-classifies any of its Equity Shares into other securities of the issuer; and
- f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

“**RESOLVED FURTHER THAT** the Board be and hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank pari passu in all respects with the then existing Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized, in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form),

information memorandum, offering circular, disclosure documents, subscription or purchase agreement, escrow agreement, trust deed, agency agreement, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time, and to engage, appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee, etc, and to enter into and execute all such agreements/arrangements/memorandum of understanding with them, as may be considered necessary or appropriate to finalize, approve and issue any document(s), including but not limited to prospectus and/ or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT such of those equity shares as are not subscribed to may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/guidelines.”

“RESOLVED FURTHER THAT the Board be and hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers, herein conferred, to Executive Directors and / or

Chief Financial Officer and / or Company Secretary & Compliance Officer or any other Senior Executive of the Company and/or to any committee of the Board, which may be/have been constituted to exercise its powers including the powers conferred by this Resolution.”

“RESOLVED FURTHER THAT the Board or duly constituted committee, thereof is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board, Director(s), Chief Financial Officer, Company Secretary or Officer(s) of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, MCA, Stock Exchanges, Depositories, RBI, GOI, SEBI and/ or such other Authorities as may be necessary for the purpose, issuing clarification on the offer, issue and allotment of the Securities and listing of Securities at the Stock Exchanges as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Issue, offer and allotment of Securities), to resolve and settle any questions/difficulties that may arise with respect to the offer, issue and allotment of the said Securities, including making an offer to the Proposed Allottee’s, utilization of issue proceeds, signing of all deeds and documents as may be required, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, and that the decision of the Board shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to further delegate all or any of the power herein conferred and to authorize and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents

or instruments or filings with any authorities and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Equity Shares, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so and to represent the Company before any Authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise;

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors
For **Neogen Chemicals Limited**

Unnati Kanani

Company Secretary &

Compliance Officer

Place: Thane

Date: August 5, 2023

Membership No.: A35131

Regd. Office Address:

Office No. A-1002 10th Floor Dev Corpora

Bldg., Opp. Cadbury Co, Pokhran Road No.2

Khopat, Thane 400601

Tel: +91 22 2549 7300 Fax: +91 22 25497399

Email: investor@neogenchem.com

Website: www.neogenchem.com

CIN No.:L24200MH1989PLC050919

Notes

1. Pursuant to the General Circular numbers 10/2022 dated December 28, 2022, 02/2022 and 03/2022 dated May 5, 2022, 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, 19/2021 dated December 8, 2021, 17/2020 dated April 13, 2020, 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CMD1/CIR/ P/ 2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued

by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “**the Circulars**”), and in compliance with the provisions of the Companies Act, 2013 (“**Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“**Listing Regulations**”) companies are allowed to hold AGM through video conferencing (VC) or OAVM (other Audio Video Means), without the physical presence of members at a common venue. In compliance with the Circulars, the AGM of the members of the Company is being held through VC or OAVM. Hence Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM forms part of these notes. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

2. In terms of Section 102 of the Companies Act, 2013 (“**the Act**”) and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning special business under item no. 4 to 11 to be transacted at the AGM is annexed and forms part of this Notice.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice
4. Since the AGM will be held through VC/ OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice and accordingly the facility for appointment of proxies by the members will not be available and physical attendance of Members has been dispensed with. Participation of members through VC/OAVM will be counted for the purpose of determining quorum for the AGM as per section 103 of the Act.
5. Members who have questions or seeking clarifications on the Annual Report or on the proposals as contained in this Notice are requested to send e-mail to the Company on investor@neogenchem.com on or before 5.00 p.m. on Monday, September 4, 2023 to enable the Company to compile and provide replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process.

6. The Company will allot time for members to express their views or give comments during the meeting. The members who wish to speak at the meeting need to register themselves as a speaker 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 e-mail ID- investor@neogenchem.com on or before 5.00 p.m. on Monday, September 4, 2023. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
 7. Institutional/ Corporate members are encouraged to attend and vote at the AGM through VC/ OVAM. Institutional/ Corporate members intending to appoint their authorized representatives to participate and vote at the meeting are requested to send a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format by an email marked to the Company at investor@neogenchem.com , to the Scrutinizer at devendracs@gmail.com with a copy to the Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited (“the RTA”) at rnt.helpdesk@linkintime.co.in/instameet@linkintime.co.in
 8. The Register of Directors & Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act and all the documents referred to in notice, will be available for inspection by the members in electronic mode from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, September 5, 2023. Members seeking to inspect such documents can send their requests via an email to the Company at investor@neogenchem.com on or before 5.00 p.m. on Friday, August 25, 2023.
 9. All communications including Notice of the AGM, Annual Report 2022-23 and instructions for e-voting, are being sent by an electronic mode to those members whose email address are registered with the Company/ Depository Participant (s) and physical copy of the Notice of the AGM along with the Annual Report 2022-23 is being sent by the permitted modes to those Members whose e-mail addresses are not registered. A copy of the Annual Report along with the Notice convening the AGM will be available on the Company’s website <https://neogenchem.com/annual-reports-2/> and 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 website of RTA at <https://instavote.linkintime.co.in>.
- Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
10. At the 30th AGM held on September 20, 2019, the Members approved appointment of JMT & Associates, Chartered Accountants (Firm Registration No. 104167W), as Statutory Auditors of the Company to hold office for a further period of five consecutive years from the conclusion of that 30th AGM till the conclusion of the 35th AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
 11. The final dividend of Rs. 3 per equity share of face value of Rs. 10 each for the F.Y. 2022-23, as recommended by the Board of Directors in its meeting held on Saturday, May 13, 2023, if approved at the AGM, will be paid to those members whose name appears in the Register of Members of the Company as on Friday, August 25, 2023 i.e. Cut-off date (Record Date) or those, whose names appear as beneficial owners as on Friday, August 25, 2023 as per lists to be furnished by the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, 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 delivered to their registered addresses depending on the availability of the postal facility. To avoid delay in receiving the dividend, members are requested to update their KYC along with their Bank Details with their depositories (where shares are held in dematerialized mode) to receive the dividend directly into their bank account on the payout date.
- Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.

To avoid loss of Dividend Warrants/Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH).

Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of shareholders and the company would be required to deduct tax at source (TDS) from the dividend paid to the shareholders at a prescribed rates. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

The rate of TDS as per the Income Tax Act, 1961 (I-T Act), would depend upon the status of the recipient and is explained herein below:

I) For Resident Individuals:

Tax is required to be deducted at source under Section 194 of the IT Act, at 10% on the amount of dividend where shareholder(s) have registered their valid Permanent Account Number (PAN) and at a rate of 20% for cases wherein:

- the shareholder(s) do not have PAN / have not registered their valid PAN details in their account.
- the shareholder(s) have not linked their Aadhaar with their PAN within the due date as prescribed by the Income Tax Department, rendering the PAN as invalid.
- the shareholder(s) have not filed their Income Tax returns for FY 2020-21 and 2021-22 and the aggregate of TDS and tax collected at source in his/her case is Rs. 50,000 or more, in each of these two previous years.

However, no tax shall be deducted on the dividend payable to a resident individual if:

- The total dividend to be received by them during Financial Year 2023-24 does not exceed Rs. 5,000;
- The members provide Form 15G (applicable to any person other than a HUF, Company or a Firm) / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act and the Company may at its sole discretion reject the form if it does not fulfill the requirement of law.

- Exemption certificate is issued by the Income-tax Department, if any.

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. The format of Form 15G and Form 15H are available on the website of the RTA at <https://www.linkintime.co.in/client-downloads.html> under the "General TAB".

II) Resident Non-Individuals:

No tax shall be deducted on the dividend payable to the following resident non-individuals, where they provide details and documents as below:

- **Insurance Companies:** Self-attested copy of valid IRDAI registration certificate needs to be submitted along with self-attested copy of PAN and a declaration that it has full beneficial interest with respect to the shares owned by it.
- **Mutual Funds:** Self-declaration that they are specified in Section 10 (23D) of the IT Act along with self-attested copy of PAN card and SEBI registration certificate.
- **Alternative Investment Fund (AIF):** "AIF established/incorporated in India - Self-declaration that its income is exempt under Section 10 (23FBA) of the IT Act and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and SEBI registration certificate".
- **Recognized Provident Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Act, or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
- **Approved Superannuation Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Act needs to be submitted.
- **Approved Gratuity Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject

to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Act needs to be submitted.

- **National Pension Scheme:** No TDS is required to be deducted as per Section 197A(1E) of the Act along with a self-declaration in this respect.
- **Government (Central/State):** No TDS is required to be deducted as per Section 196(i) of the Act along with a self-declaration in this respect.
- **Any other entity entitled to exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption needs to be submitted) along with copy of PAN card and self-declaration in this respect.

In the case where the shareholders provide certificate under Section 197 of the IT Act for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered based on submission of self-attested copy of the same.

III) For Non-Resident Shareholders (Other Than Foreign Portfolio Investors/ Foreign Institutional Investors):

Taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% plus applicable surcharge and health and education cess of 4% on dividend income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding Rs. 50,00,000	Nil	20.80%
Dividend Income exceeds Rs. 50,00,000 but does not exceed Rs. 1,00,00,000	10%	22.88%
Dividend Income exceeding Rs. 1,00,00,000	15%	23.92%

In case of shareholders, being foreign companies, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health and education cess of 4% on dividend income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding Rs. 1,00,00,000	Nil	20.80%
Dividend Income exceeds Rs. 1,00,00,000 but does not exceed Rs. 10,00,00,000	2%	21.27%
Dividend Income exceeding Rs. 10,00,00,000	5%	21.84%

However, as per Section 90 of the IT Act, non-resident shareholders (including foreign companies) have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with Multilateral Instrument (MLI) provisions between India and the country of tax residence of the member if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with Multilateral Instrument (MLI) provisions, non-resident shareholders will have to provide the following documents and self-declarations in the prescribed format (which is available on the website of RTA at <https://www.linkintime.co.in/client-downloads.html>) under the “General TAB”), certifying on the following points:

- In case of FPI / FII, copy of SEBI registration certificate.
- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member.
- Copy of Tax Residency Certificate (TRC) for the FY 2022-23 or later issued by the Tax / Government authority of the country of tax residence, duly attested by member valid for the relevant financial year.
- Self-declaration in Form 10F containing therein information to be provided under section 90(5)/ 90A (5) of the IT Act, if not so covered in TRC (Valid for the relevant financial year).
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise.
- Self-declaration of beneficial ownership by the non-resident shareholder and that affairs of the

shareholder are not arranged with the main or principal purpose of obtaining any tax benefits, directly or indirectly, under the Tax Treaty.

- Self-declaration by the shareholder that the arrangement of the shareholder is not covered under impermissible avoidance arrangement.
- The shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
- The shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner.
- The shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company.
- Self-declaration by the shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

IV) In Case Of Foreign Institutional Investors / Foreign Portfolio Investors:

Tax will be deducted under Section 196D of the IT Act @ 20% plus applicable surcharge and health and education cess of 4% on dividend income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding Rs. 50,00,000	Nil	20.80%
Dividend Income exceeds Rs. 50,00,000 but does not exceed Rs. 1,00,00,000	10%	22.88%
Dividend Income exceeds Rs. 1,00,00,000 but does not exceed Rs. 2,00,00,000	15%	23.92%
Dividend Income exceeds Rs. 2,00,00,000 but does not exceed Rs. 5,00,00,000	25%	26.00%
Dividend Income exceeding Rs. 5,00,00,000	37%	28.50%

For the purpose of withholding tax, it may not be possible to consider applicable DTAA benefits, if any, in case of FPI/FII since the provisions of IT Act do not provide so.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident shareholder.

Please note that the Company in its sole discretion reserves the right to call for any further information and/or to apply domestic law for TDS.

V) Section 206 Ab Of The Act

Rate of TDS @10% u/s 194 of the Act is subject to provisions of Section 206AB of Act (effective from July 1, 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in Section 206AB, tax is required to be deducted at higher of following rates in case of payments to specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

Where Sections 206AA and 206AB are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at the higher of the two rates prescribed in these two sections.

The term 'specified person' is defined in sub section (3) of Section 206AB who satisfies the following conditions:

- A person who has not filed the income tax return for two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing of return of income under Section 139(1) of the I-T Act has expired; and
- The aggregate of TDS and TCS in his case is Rs. 50,000 or more in each of these two previous years.

The non-resident who does not have a permanent establishment is excluded from the scope of a specified person.

The Central Board of Direct Taxes (CBDT) has recently prescribed the functionality for determining whether a person fulfils the conditions of being a 'Specified Person' or not. Accordingly, the Company will verify from the above functionality provided by CBDT whether any Shareholder of the Company qualifies as a 'Specified Person' prior to applying the relevant TDS rates.

To summarise, dividend will be paid after deducting the tax at source as under:

- i. NIL for resident shareholders receiving dividend upto Rs. 5000 or in case Form 15G/ Form 15H (as applicable) along with self-attested copy of the PAN card is submitted.
- ii. 10% for other resident shareholders in case a copy of the PAN card is provided/ available.
- iii. 20% for resident shareholders if a copy of PAN card is not provided/ not available.
- iv. Tax will be assessed on the basis of documents submitted by the non-resident shareholders.
- v. 20% plus applicable surcharge and cess for non-resident shareholders in case the relevant documents are not submitted.
- vi. Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.

The aforesaid rates will be subject to the applicability of Section 206AB of the Act.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed by the Rules.

The aforementioned documents (duly completed and signed) are required to be furnished by the respective shareholders no later than Friday, August 25, 2023, 5:00 PM IST to the RTA of the Company by sending an email at rnt.helpdesk@linkintime.co.in with a copy to the Company at investor@neogenchem.com in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction/ Tax withholding matters shall

be considered after Friday, August 25, 2023, 5:00 PM. IST. The Company will arrange to email a soft copy of TDS certificate to you at your registered email ID post completion of activities.

Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. **No claim shall lie against the Company for such higher taxes deducted.**

Shareholders holding Equity Shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

In case, the dividend income is assessable to tax in the hands of a person other than the registered Shareholder as on the Record Date, the registered shareholder is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person no later than Friday, August 25, 2023, 5:00 PM IST. No request in this regard would be accepted by the Company/RTA after the said date or payment of dividend.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

All communications/ queries in this respect should be addressed to the RTA by sending an email at rnt.helpdesk@linkintime.co.in

Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences.

Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.

12. Members wishing to claim dividends that remain unclaimed for the financial year 2018-19, 2019-20, 2020-21 and 2021-22 are requested to correspond with the RTA at rnt.helpdesk@linkintime.co.in, or with

the Company Secretary, at the Company's registered office or may write at investor@neogenchem.com. Members are requested to note that dividends which remains unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Shares on which a dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. It may be noted that, no claim shall lie against the Company in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the date it became first due and duly transferred to IEPF Fund for payment and the concerned shareholder could approach IEPF Authority to release of any such unclaimed dividend.

The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated July 23, 2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend. Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividend on its website at <https://neogenchem.com/unclaimed-unpaid-dividend/>

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. The shareholders are requested to update their PAN with the Company / RTA and depositories (in case of shares held in demat mode).

13. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the RTA at C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083, Phone No. +91 22 49186000 Email- lochan.chavan@linkintime.co.in Contact Person – Lochan Chavan, Associate.

SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held

by them in physical form. Members can contact the Company or its RTA, for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4 to RTA.

14. As per the provisions of Section 72 of the Act and SEBI Circular, 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. 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's website <https://linkintime.co.in/client-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.
15. Members holding shares of the Company are requested to notify immediately any change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Company/ RTA and in prescribed Form ISR-1 available at <https://linkintime.co.in/client-downloads.html> and and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, in case if the shares are held in physical forms and to their respective Depository Participant(s) in case the shares are held in Demat form.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS

a) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who

have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Link Intime India Private Limited, Registrar and Transfer Agent (“RTA”) at rnt.helpdesk@linkintime.co.in.

b) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP).

c) Registration of Bank Details for Demat shareholders:

Members holding shares in electronic forms are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are advised only to the respective Depository Participant of the Members.

d) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with Link Intime India Private Limited,. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholder's name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code to the RTA. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

16. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

17. The Register of Members of the Company shall remain closed from Saturday, August 26, 2023 to Tuesday, September 5, 2023 (both days inclusive).

Voting through electronic mode:

1. In compliance with the provisions of Section 108 of the Act and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), re-enactment(s) or substitution(s) thereof for the time being force), Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings (SS–2) issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to cast their right to vote electronically from the place other than venue of the AGM (“remote e-voting”) and Remote E-voting during the AGM using an electronic voting system provided by the RTA for all the members of the Company to enable them to cast their vote electronically, on the business items set forth in the notice of the AGM and the business may be transacted through such remote e-voting. For voting electronically, the process and manner for generating/receiving the password and cast vote(s) in a secure manner, instructions are provided in the process for e-voting forming part of this notice.
2. The facility of e-voting during the AGM will be available only to the members who have not casted their vote through remote e-voting during the E-voting period. Members who have cast their vote by remote e-voting prior to AGM may participate in the AGM through VC/ OVAM but shall not be entitled to cast their vote again.
3. The voting on the proposals contained the Notice of AGM will be conducted as under:
 - a. The members who have registered their email addresses with the Company / their depository can cast their vote through remote e-voting or through the e-voting during the AGM using the process mentioned below for e-voting through electronic system means.
 - b. The members who are holding shares in physical form and who have not registered their email ID with the Company, can write to rnt.helpdesk@linkintime.co.in by providing their name and folio number and obtain default PAN (if PAN is not registered with the Company) for the purpose of e-voting at RTA portal and exercise their vote

either through remote e-voting or e-voting during the AGM. The credentials will be provided to the members after verification of all details.

4. The remote e-voting period commences on Saturday, September 2, 2023 at 9:00 A.M. and ends on Monday, September 4, 2023 at 5:00 P.M. During this period, the Members holding shares in the Company, as on the cut-off date being Friday, August 25, 2023 may cast their vote by electronic means in the manner and process set out herein below.
 - a. 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. Friday, August 25, 2023. 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.
 - b. Once the vote on resolution is cast by Members through remote e-voting, he/she/it shall not be allowed to change it subsequently.

Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice through electronic means and holding shares as on the cut-off date i.e. Friday, August 25, 2023 may refer to the Notice of AGM of the Company, posted on Company's website <https://neogenchem.com/annual-reports-2/> for detail procedure with regards to remote e-voting and will have to login at the portal of respective depositories for e-voting (namely **NSDL IDeAS or CDSL Easi / Easiest**) with which they are holding securities in demat mode and If the user is not registered for NSDL 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> and in case if the user is not registered for CDSL Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/home/login>. In case of any queries or technical issues regarding login through depository contact **NSDL helpdesk** by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 and **CDSL helpdesk** by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43 and for queries/ technical issues relating to Insta Vote e-voting, members may refer the Frequently Asked Questions ('FAQs') and Insta Vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000 providing details, such as, name of the Member, DPID / Client ID no. and name of the Company.

Any person, who ceases to be a member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

5. The voting during the AGM will begin on Tuesday, September 5, 2023 at 5.00 p.m. 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.

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.

6. The Board of Directors has appointed Devendra Deshpande, Company Secretary, proprietor of DVD & Associates, Company Secretaries, Pune, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM process in a fair and transparent manner. The Scrutinizer shall submit his/her report, to the Chairman or any person authorized by him, on the votes cast in favour or against, if any, within 48 hrs from the conclusion of Meeting.
7. The results declared along with the consolidated Scrutinizer's Report and the recorded transcript of the meeting shall be uploaded at the website of the Company https://neogenchem.com/financial-performance/#all_tabl1 and on the website of the RTA at <https://instavote.linkintime.co.in> and the results shall simultaneously be communicated to the Stock Exchanges.

Process for e-voting:

The Company has signed an agreement with the **RTA** 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 voting electronically are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.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 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon & New System My easi Tab and then use your existing my easi Username & Password. • After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option the user will be able to see e-voting pge of the e-voting SP i.e. LINK IN TIME for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. • Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 character DP ID followed by 8 Digit Client ID, shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. 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. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • *Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above • 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). • Click “confirm” (Your password is now generated). 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 2. E-voting page will appear. 3. 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). 4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINK INTIME, have forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’

- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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.co.in or call at toll free no.: 022- 4886 7000 and 022- 2499 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 Toll Free No. 1800 225533

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINK INTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e- voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or may contact Link Intime INSTAVOTE helpdesk by sending an email to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Cast your vote electronically

1. After successful login through at NSDL IDeAS or CDSL Easi / Easiest and selecting Link Intime as your e-voting service provider, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
2. On the voting page, you will see “Resolution Description” and against the same the option “Favour / Against” for voting. Cast your vote by selecting appropriate option i.e. Favour / Against as desired.

You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour / Against’.

3. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

4. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on "SUBMIT". 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
7. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. 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 and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. 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'.
5. 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.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Process and Manner for Attending the AGM through Instameet

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - ▶ Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/ Company.
 - ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annex) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

Shareholders/members, who will be present in the AGM 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 AGM will be eligible to attend/participate in the AGM through InstaMeet. However they will not be eligible to vote again during the meeting.

Instructions for Shareholders/ Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register 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 e-mail ID- investor@neogenchem.com on or before 5.00 p.m. on Monday, September 4, 2023.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

Shareholders / Members are encouraged to join the meeting through Tablets/Laptops connected through broad band for better experience. Shareholders/Members are required to use Internet with a good speed (Preferably 2 MBPS) (downstream) to avoid any disturbance.

In case shareholders/ members have any queries regarding login/ e-voting/ participating in the meeting through OAVM means, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

The following explanatory statement sets out all material facts in respect of Item no. 4 and 11 of the accompanying notice:

ITEM NO. 4

Re-appointment of Mr. Haridas Kanani, as a Chairman and Managing Director of the Company and to fix his remuneration:

Mr. Haridas Kanani (DIN: 00185487) was appointed as a Chairman and Managing Director of the Company w.e.f. August 11, 2018 for a term of 5 years ending on August 10, 2023.

The Board of Directors on recommendation being received from the nomination and remuneration committee of the

Company had at its meeting held on August 5, 2023, subject to the approval of the Members' of the Company, approved the re-appointment of Mr. Haridas Kanani (DIN: 00185487) as a Chairman and Managing Director of the Company for a term of 5 years starting from August 11, 2023. The Company has received a notice under Section 160 from a member signifying his intention to propose the candidature of Mr. Haridas Kanani at the AGM.

Pursuant to the recommendation of Nomination and Remuneration Committee, Boards approval and pursuant to the provisions of the Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Act, if any, members' approval is sought for re- appointment of Mr. Haridas Kanani (DIN No. 00185487), as a Chairman and Managing Director of the Company for a term of 5 years with effect from August 11, 2023, at a remuneration (total CTC) of Rs. 1.5 crores per annum (including perquisites, incentives and Bonus) effective from April 1, 2023 and a commission @ 1% of the Net profits of the Company calculated as per section 198 of the Act, as approved by the Board on recommendation of the NRC of the Company pursuant to the overall ceilings laid down under the provisions of Sections 197 of the Act and as mentioned in the Agreement and such other terms and conditions as approved by the Board of Directors.

The Board of Directors (hereinafter referred to as “**the Board**” which term shall include the Nomination and Remuneration Committee (“**NRC**”) of the Board) shall have the authority to alter and vary the terms and conditions of the said re-appointment and / or to recommend/decide from time to time the remuneration (including annual increments, perquisites, incentives, along with the performance bonus and commission payable) to Mr. Haridas Kanani, during his tenure as a Chairman and Managing Director subject to the same not exceeding the then existing limits specified under Section 197, read with Schedule V of the Act (including any amendments, modifications made hereinafter in this regard) and SEBI LODR and in such manner as may be agreed to between the Board of Directors and Mr. Haridas Kanani.

Brief particulars of the terms of his Re-appointment, Designation and Remuneration including minimum remuneration are set out hereunder:

1. Tenure

Five years with effect from August 11, 2023, not liable to retire by rotation subject to approval of the members at this 34th AGM.

2. Functions

Mr. Haridas Kanani (DIN No. 00185487) as a Chairman and Managing Director shall be responsible for

various business functions of the Company including manufacturing, research and development and process technology and general operation and management of the Company's manufacturing units. He shall also discharge such other responsibilities as may be entrusted to him by the Board and/ or NRC Committee of the Company, from time to time.

3. Remuneration

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the compensation payable to Mr. Haridas Kanani (DIN No. 00185487) as a Chairman and Managing Director shall comprise of three components viz. Fixed Salary & Benefits, Performance Bonus and Commission and they are mutually exclusive.

i) Fixed Salary & Benefits:

- The Fixed Salary shall be subject to deductions for income tax, contributions to provident fund, gratuity fund, superannuation fund, or annuity fund and all other statutory deductions required to be made by the Company, in accordance with applicable laws and company policies.
- The Fixed Salary is subject to annual increments, review and revision from time to time and in accordance with the policies of the Company. Any such review and revision of the Compensation shall be with the mutual agreement of the Parties and shall form part of this Agreement and shall be effective from April 1 each year, as may be approved by the NRC during his tenure as a Chairman and Managing Director and will be merit based and after taking into account his and Company's performance and will not be a matter of right, also it will be subject to the overall ceilings laid down in Section 197 read with Section 198, Schedule V and other applicable provisions of the Companies Act, 2013.
- Mr. Haridas Kanani shall be paid the amount of Rs. 0.72 crores per annum as a basic salary for FY 2023-24.
- Other benefits/ Pay: Rs. 0.65 crore per annum as other allowances such as house rent allowance, special allowance, conveyance, medical reimbursement, education etc.

ii) Performance Bonus:

- Performance Bonus will depend upon his consistent performance and Company's Performance. The Performance Bonus shall be in addition to Fixed Salary.
- The NRC will approve and recommend to the Board for approval the amount of Performance Bonus payable every year.
- Performance Bonus will be effective from April 1 each year, as may be approved by the NRC during his tenure as Chairman and Managing Director and will be merit based and after taking into account his and Company's performance and will not be a matter of right, also it will be subject to the overall ceilings laid down in Section 197 read with Section 198, Schedule V and other applicable provisions of the Companies Act, 2013. The NRC reserves the right to grant or withhold the Performance Bonus, as it may deem fit, in its sole discretion. The Performance Bonus will be paid as per the policy of the Company and payable in the subsequent financial year subject to deduction of Tax at Source or from the effective date as may be decided by the NRC in compliance with the applicable law or Policy of the Company.
- The Performance Bonus will be due and payable after the Audited Financials of the Company have been declared.

iii) Commission:

- Mr. Haridas Kanani would be paid a commission for Financial Year 2023-24 @ 1% of net profit calculated as per section 198 of the Act, as approved by the Board on recommendation of the NRC of the Company pursuant to the overall ceilings laid down under the provisions of Sections 197 of the Act and shall be due and payable after the adoption of Annual Accounts by the members of the Company in its general meeting.
- Mr. Haridas Kanani shall be paid Commission calculated with reference to the Net Profits of the Company on a yearly basis during his tenure as Managing Director, as may be approved by the NRC of the Company from time to time, subject to the overall ceilings laid down under the provisions of Sections 197 of the Companies Act, 2013 and Listing Regulations. When payable for part of the

year, the commission will be payable on pro-rata basis.

- The Commission shall be paid subject to deduction of tax at source and in compliance with the applicable law.

4. Sitting Fees:

Mr. Haridas Kanani shall not be paid any sitting fee for attending the meetings of the Board or Committee(s) thereof.

5. Perquisites and other benefits:

- Medical Insurance and Medical expenses including Personal accidental and life insurance coverage for self and dependents as per Company policy.
- The Company may take Key Man Insurance, or any other insurance policy as may be required from time to time.
- Company shall take D & O Policy with the coverage as may be decided by the NRC.
- Reimbursement of expenses incurred for travelling, boarding and lodging during business trips in accordance with the policy of the Company.
- The Company may provide residential accommodation with water and electricity or pay house rent allowance as per its policy.
- The Company shall provide car driver wages, fuel and maintenance to be used for Company's business as per its policy.
- Reimbursement of phones, internet and other communication expenses at actuals as per the policy of the Company.
- Re-imburement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.
- Leave encashment as per the Company Rules.
- All other perquisites as per Company's policy which Chairman and Managing Director is entitled to receive.

Perquisites and allowances shall be evaluated as per the Income Tax Rules, 1961, wherever

applicable and in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- For the Provident Fund, the contribution will be payable as per the provisions of The Employees' Provident Funds & Miscellaneous Provisions Act, 1952 as amended from time to time.
- For the purposes of Gratuity, Provident Fund and other like benefits, the service of the Chairman and Managing Director will be considered continuous service with the Company and change of designation or renewal of appointment will not be considered as any break in service.

6. Remuneration for a part of the Year

Remuneration for a part of the year shall be computed on pro-rata basis.

7. Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Haridas Kanani as a Chairman and Managing Director shall be decided by the Nomination and Remuneration Committee and approved by the Board subject to the provisions of Companies Act, 2013 and such other approvals, if any, as may be required.

8. Termination

The agreement for appointment of Mr. Haridas Kanani as a Chairman and Managing Director may be terminated by either party giving to the other 90 days' prior notice in writing. In the event of termination of this appointment of Mr. Haridas Kanani as a Chairman and Managing Director by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Act or any statutory amendment or re-enactment thereof.

All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Chairman and Managing Director, unless specifically provided otherwise.

The information required by the Listing Regulations with the Stock Exchanges is given below:

Mr. Haridas Kanani is a Chairman and Managing Director of the Company and is now proposed to be

re-appointed as a Chairman and Managing Director of the Company for a further term of 5 years starting from August 11, 2023. He oversees manufacturing, research and development and process technology and general operation and management of the Company's manufacturing units. He holds a bachelor's degree in chemical engineering from the Indian Institute of Technology, Mumbai and is a member of Indian Institute of Chemical Engineers (MIICHE) since December, 1981. He has previously worked with Excel Industries Limited. He then founded Chem Ocean Industries which was set up as one of India's first Bromine plants using indigenous technology at Navalakhi, Gujarat. Due to floods in 1976, the Bromine plant was destroyed. He then set up Chem Ocean Consultants which provided consultancy, technology and engineering technologies to set up Bromine plants to other companies. In 1985 he set up Prachi Chemicals to manufacture organic and inorganic Bromides. Later in 1989 he established Neogen Chemicals Private Limited and has since served on its Board as Chairman and Managing Director.

Mr. Haridas Kanani, a promoter shareholder holds 1,19,00,078 shares constituting 47.72% of the paid-up equity capital of the Company. Mr. Haridas Kanani is a member of the Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Directorship in other Public Companies	Committee Membership
Neogen Ionics Limited (A WOS of the Company)	N.A.
Buli Chemicals India Private Limited (A WOS of the Company)	N. A.

Disclosure as required under Secretarial Standard 2 on General Meetings read with SEBI LODR is provided as an Annexure to the Notice.

The Company has received from Mr. Haridas Kanani consent in writing to act as a Chairman and Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 to the effect that he is not disqualified in accordance with subsection (2) of Section 164 of the Act, declaration pursuant to Part I of Schedule V and a declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

Mr. Haridas Kanani, being the appointee, and his relatives including Dr. Harin Kanani, Managing Director

of the Company are/may be interested/ deemed to be interested in the resolution set out in Item No. 4 of the Notice. None of the other Directors, Managers, Key Managerial Personnel and/ or relatives of such directors, managers, Key Managerial Personnel of the Company are interested directly / indirectly in the resolution except directors to the extent of their Directorship and members to the extent of their membership in the Company.

An agreement entered into by and between the Company and Mr. Haridas Kanani dated August 5, 2023, will be open for inspection by members at the Registered Office of the Company on all working days between 11.00 a.m. and 4.00 p.m. up to the date of this 34th AGM.

Approval of the members is sought for re-appointment of Mr. Haridas Kanani, as a Chairman and Managing Director of the company for a term of 5 years with effect from August 11, 2023, not liable to retire by rotation and to fix his remuneration in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Act and on terms and conditions as mentioned above.

In view of the above, the Board of Directors recommends the Special Resolution set out in Item No. 4 of the Notice for approval of the members.

ITEM NO. 5

Re-appointment of Prof. Ranjan Kumar Malik as an Independent Director:

Prof. Ranjan Kumar Malik (DIN no.- 08221989), was appointed as an Independent Director of the Company w. e. f. October 6, 2018, and his first term of appointment ends on October 5, 2023. The Board of Directors of the Company in their meeting held on August 5, 2023 has re-appointed him as an Independent Director of the Company for a second term of five consecutive years commencing from October 6, 2023 to October 5, 2028, not liable to retire by rotation, subject to approval of members at the 34th Annual General Meeting by way of a Special Resolution. Brief details of Prof. Ranjan Kumar Malik as stipulated under Regulation 36 (3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Prof. Ranjan Kumar Malik holds office as such upto October 5, 2023. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, an Independent Director can be appointed/reappointed for a two consecutive term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Prof. Ranjan Kumar Malik has given the requisite declaration pursuant to Section 149 (7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Act. The Company has also received notice from a member as per the provisions of Section 160 of the Act, proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as such. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Prof. Ranjan Kumar Malik fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for re-appointment as an Independent Director of the Company and he is Independent of the management. The Nomination and Remuneration Committee has also recommended his re-appointment as Independent Director for a second term of 5 (Five) consecutive years. The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail the expertise of Prof. Ranjan Kumar Malik as an Independent Director. He is independent of the management and possesses appropriate skills, experience and knowledge. The Board recommends the Special Resolution as set out in Item No. 5 of the Notice for approval of the members.

Prof. Ranjan Kumar Malik, being the appointee, and his relatives are/may be interested/ deemed to be interested in the resolution set out in Item No. 5 of the Notice. None of the other Directors, Managers, Key Managerial Personnel and/ or relatives of such directors, managers, Key Managerial Personnel of the Company are interested directly / indirectly in the resolution except directors to the extent of their Directorship and members to the extent of their membership in the Company.

ITEM NO. 6

Re-appointment of Mrs. Avi Sabavala as an Independent Director

Mrs. Avi Sabavala (DIN no.- 08246256), was appointed as an Independent Director of the Company w. e. f. October 6, 2018, and her first term of appointment ends on October 5, 2023. The Board of Directors of the Company in their meeting held on August 5, 2023 has re-appointed her as an Independent Director of the Company for a second term of five consecutive years commencing from October 6, 2023 to October 5, 2028, not liable to retire by rotation, subject to approval of members at the 34th Annual General Meeting by way of a Special Resolution. Brief details of Mrs. Avi Sabavala

as stipulated under Regulation 36 (3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Avi Sabavala holds office as such upto October 5, 2023. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, an Independent Director can be appointed/reappointed for a two consecutive term of 5 (Five) consecutive years and shall not be liable to retire by rotation. In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Mrs. Avi Sabavala has given the requisite declaration pursuant to Section 149 (7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Act. The Company has also received notice from a member as per the provisions of Section 160 of the Act, proposing her candidature for the office of Independent Director. Further, she is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as such.

In the opinion of the Board, Mrs. Avi Sabavala fulfills the conditions specified in the Act, the Rules made there under and Listing Regulations for re-appointment as an Independent Director of the Company and she is Independent of the management. The Nomination and Remuneration Committee has also recommended her re-appointment as Independent Director for a second term of 5 (Five) consecutive years. The Board considers that her association would be of immense benefit to the Company, and it is desirable to avail the expertise of Mrs. Avi Sabavala as an Independent Director. She is independent of the management and possesses appropriate skills, experience and knowledge. The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval of the members.

Mrs. Avi Sabavala, being the appointee, and his relatives are/ may be interested/ deemed to be interested in the resolution set out in Item No. 6 of the Notice. None of the other Directors, Managers, Key Managerial Personnel and/ or relatives of such directors, managers, Key Managerial Personnel of the Company are interested directly / indirectly in the resolution except directors to the extent of their Directorship and members to the extent of their membership in the Company.

ITEM NO. 7

Ratification of remuneration payable to Cost Auditor:

The Board has on recommendation of the Audit Committee, at its meeting held on May 13, 2023, approved the appointment

and remuneration of Kishore Bhatia & Associates, Cost Accountants, (FRN- 00294), as the Cost Auditors of the Company to conduct verification, review and audit of the cost records of the Company for the financial year ending on March 31, 2024 at a remuneration of Rs. 3,30,000 (Rupees Three lakhs Thirty Thousand) plus GST and out of pocket expenses, if any.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 (“the Act”) read with Rule 14 (a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Board and subsequently ratified by the members of the Company. Kishore Bhatia & Associates, Cost Accountants, (FRN- 00294), have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Considering the applicable provisions of the Act and Rules made thereunder, approval of the members of the Company is being sought by way of ordinary resolution as set out in Item No. 7 of the accompanying notice, for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of the accompanying Notice for the approval by the Members.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are is/are in any way concerned or interested in the said resolution.

ITEM NO. 8

Increasing the borrowing powers under section 180(1) (C) of the companies Act, 2013 up to Rs. 1000 Crores:

Pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Company cannot except with the consent of the shareholders in General Meeting, borrow moneys, apart from temporary loans obtained from Company’s bankers in the ordinary course of business, in excess of the aggregate paid up capital, free reserves and securities premium account of the Company, that is to say reserves not set apart for any specific purpose.

In view of the growing business activities, it has become necessary to borrow funds to meet Company’s increased expenditure and working capital requirement in line with increase in Company’s business activities.

The consent of the members by passing special resolution under section 180 (1) (c) and other applicable provisions,

if any, of the Companies Act, 2013 is, therefore, sought to enable Board of Directors to borrow moneys as and when required, upto a limit of Rs. 1000 crore (Rupees One thousand Crore) (apart from temporary loans obtained from Company’s bankers in the ordinary course of business).

Hence the proposed resolution is recommended for consideration of and approval by the shareholders of the Company and recommends the resolution as set out in Item No. 8 of the accompanying notice to be passed by the members by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution.

ITEM NO. 9

Creation of security on the properties of the Company, both present and future, in favour of lenders:

Pursuant to Section 180 (1) (a) of the Companies Act, 2013 the Board of Directors of the Company needs consent of the Shareholders by passing special resolution at the General meeting to mortgage, hypothecate, lease or create any charges on the present or future properties/assets of the Company. In view of growing business requirement, it is proposed to authorize Board of Directors to create charge on the properties of the Company to secure present and future borrowings subject to limit approved under Section 180 (1) (c) of the Companies Act, 2013.

Hence the proposed resolution is recommended for consideration of and approval by the shareholders of the Company and recommends the resolution as set out in Item No. 9 of the accompanying notice to be passed by the members by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution.

ITEM NO. 10

Alteration / Reclassification of the Authorised Share Capital and consequent alteration of Memorandum of Association of the Company.

The present authorised capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10 each; 20,00,000 (Twenty Lakh) 9.8% Fully Redeemable Cumulative Preference Shares of Rs. 100 each; and 5,00,000 (Five Lakh) 10% Cumulative Optionally Convertible Preference Shares of Rs. 100 each.

A separate proposal for issuance of securities through permissible modes of fund-raising upto Rs. 500 crores (Rupees Five Hundred Crores) has been submitted for the approval of Shareholders under item no. 11 of this Notice of 34th AGM of the Company.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders.

On Alteration/ reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association of the Company. The Resolution seeks approval of Members to alter/ reclassify the Share Capital and to amend the said clause no. V of the Memorandum of Association of the Company.

The part of preference capital component of authorised capital is sought to be reclassified into equity shares and it is proposed that the existing Authorised Share Capital of the Company of Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10 each; 20,00,000 (Twenty Lakh) 9.8% Fully Redeemable Cumulative Preference Shares of Rs. 100 each; and 5,00,000 (Five Lakh) 10% Cumulative Optionally Convertible Preference Shares of Rs. 100 each be reclassified **TO** the Authorised Share Capital of the Company of Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 4,00,00,000 (Four Crores) Equity shares of Rs. 10 (Rupees Ten) each and 10,00,000 (Ten Lakhs) Preference shares of Rs. 100 (Rupees Hundred) each.

The Resolution requires approval of Members to alter/ reclassify the Share Capital and to amend the said Clause no. V in the Memorandum of Association of the Company.

Hence the proposed resolution is recommended for consideration of and approval by the shareholders of the Company and recommends the resolution as set out in Item No. 10 of the accompanying notice to be passed by the members by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution.

ITEM NO. 11

To authorise issuance of securities through permissible modes of fund-raising

The Company has been exploring opportunities for its growth, this would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate

to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements for funding the long term growth and expansion of its existing businesses, financing capital expenditure & working capital requirements; general corporate purposes; investment in subsidiaries; and all such other purposes as may be permitted under the applicable laws. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The requirement of funds is proposed to be met from both equity and debt from the issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet the objective of optimization of the cost as well as conservative financial management.

The Board of Directors, accordingly, at their meeting held on August 5, 2023 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board including the Fund Raising Committee to raise funds through issuance of securities and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Foreign Currency Convertible Bonds ("FCCBs") and/or Convertible Bonds / Debentures non-convertible debt instruments along with warrants / securities or any equity based instrument(s) ("**Securities**") as may be appropriate to persons who may or may not be the existing shareholders through private placement and / or qualified institutions placement ("**QIP**") and / or rights issue and / or any other permitted modes at a price to be determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, as amended (the "**SEBI ICDR Regulations**") or as per other applicable rules and regulations, for raising of the funds aggregating up to Rs. 500 crores (Rupees Five Hundred crore only) or its equivalent in any other currency(ies) under section 62 read with section 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the Board may opt for the any combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead managers, merchant bankers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, the Memorandum and Articles

of Association of the Company, SEBI ICDR Regulations, SEBI Listing Regulations and other applicable laws.

The enabling resolution is proposed to be passed as a special resolution pursuant to Sections 42 and 62(1)(c) of the Companies Act, 2013 which, read with Regulation 41(4) of the SEBI Listing Regulations. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the Securities on pro-rata basis to the existing shareholders or otherwise.

The Resolution further seeks to empower the Board of Directors to undertake a QIP as prescribed by SEBI ICDR Regulations. The Board of Directors may, in their discretion, adopt this mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

The objects of the Issue of Securities

It is proposed to take enabling resolution for issuance of Securities through permissible modes of fund-raising to meet the following objects:

- a) funding the long term growth and expansion of its existing businesses,
- b) financing capital expenditure & working capital requirements;
- c) general corporate purposes;
- d) investment in subsidiaries; and
- e) all such other purposes as may be permitted under the applicable laws

Maximum amount to be raised / number of securities to be issued

The total amount to be raised, in one or more tranches, by the issuance of Securities through any of the modes or combination thereof as mentioned in the resolution would be up to Rs. 500 crore (Rupees Five Hundred Crore only), its equivalent in any other currency(ies).

Pricing

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, the 1993 Scheme or other applicable laws. In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

Relevant Date

The relevant date for determining the issue price of the Securities by way of QIP/FPO/rights issue/ FCCB/ FCEB or by way of any other mode of issuance shall, subject to and in accordance with the SEBI ICDR Regulations and the 1993 Scheme, be:

- a. in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board or the committee of directors duly authorised by the board of directors decides to open the issue, and/or;
- b. in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board or the committee of directors duly authorised by the board of directors decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board or the committee of directors duly authorised by the board of directors.

Change in Control

There would be no change in control pursuant to the said issue of Securities.

Listing

The Securities to be issued will be listed on one or more recognized stock exchanges in India and / or abroad.

Class or Classes of persons to whom the Securities will be offered

The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are members.

Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management

The Promoters, Directors, KMPs or Senior Management shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

Transferability of Securities

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Proposed time within which the allotment shall be completed

In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at item no 11 of this Notice.

The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Merchant Bankers, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including rights issue or QIP.

Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the

existing members in the manner laid down in the said section unless the members decide otherwise in a General Meeting.

The equity shares to be allotted shall rank pari passu in all respects with the existing equity shares of the Company.

The Board, accordingly, recommends passing of the resolution as set out as Agenda No. 11 of this Notice for the approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel or Senior Management of the Company or their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in the passing of the aforesaid resolution except to the extent of their shareholding, if any, in Company.

By order of the Board
For **Neogen Chemicals Limited**

Unnati Kanani

Company Secretary

Membership no. : A35131

Place: Thane

Date: August 5, 2023

Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard–2 (SS-2) issued by the ICSI, details of Directors seeking appointment/re-appointment at the ensuing AGM are as follows:

Name of Director	Mr. Anurag Surana	Mr. Haridas Kanani
Designation	Non-Executive & Non-Independent Director	Chairman and Managing Director
DIN	00006665	00185487
Date of Birth	January 22, 1965	September 30, 1945
Age	58	77
Nationality	Indian	Indian
Original Date of Appointment	May 15, 2017	March 7, 1989
Qualification	Bachelor's degree in commerce with Honours from the University of Delhi	Btech (Chem), M.I.I.CHE
Experience	Over 27 years	Over 5 decades
Expertise in specific Professional areas	Mr. Anurag Surana is a Non-Executive Director of the Company. He has over 27 years' experience in the Specialty Chemical industry and is a known and reputed name in the chemical industry. He has a bachelor's degree in commerce with Honours from the University of Delhi. He founded and manages a consulting company Kagashin Global Network Private Limited, specialising in consulting with companies in the Specialty chemicals & agrochemical companies in India and abroad. He was earlier an executive director on the Board of PI Industries Limited. Mr. Surana is also on the board of other chemical companies like Privi Specialty Chemicals Ltd, Yasho Industries Limited Neogen Ionics Limited and Buli Chemicals India Private Limited.	Mr. Haridas Kanani is the Chairman and Managing Director of the Company and founder of the Company. He oversees manufacturing, research and development and process technology and general operation and management of the Company's manufacturing units. He holds a bachelor's degree in chemical engineering from the Indian Institute of Technology, Mumbai and is a member of Indian Institute of Chemical Engineers (MIICHE) since December, 1981. He has previously worked with Excel Industries Limited. He then founded Chem Ocean Industries which was set up as one of India's first Bromine plants using indigenous technology at Navalakhi, Gujarat. Due to floods in 1976, the Bromine plant was destroyed. He then set up Chem Ocean Consultants which provided consultancy, technology and engineering technologies to set up Bromine plants for other companies. In 1985 he set up Prachi Chemicals to manufacture organic and inorganic Bromides. Later in 1989 he established Neogen Chemicals Private Limited and has since served on the Board as Chairman and Managing Director.
Terms and conditions of Appointment/ Reappointment	Appointment as a Non-Executive and Non-Independent Director, liable to retire by rotation.	Re- appointment as a Chairman and Managing Director of the Company for a further term of 5 years commencing from August 11, 2023, not liable to retire for rotation.
Remuneration Proposed to be paid	Not Applicable	As per Agreement and detailed in Explanatory Statement to Item no. 4 above.
No. of Shares held in the Company	2,25,000	1,19,00,078

Name of Director	Mr. Anurag Surana	Mr. Haridas Kanani
List of Directorship held in other Companies as on March 31,2023	<ol style="list-style-type: none"> 1. Privi Specialty Chemicals Limited 2. Neogen Ionics Limited (A WOS of the Company) 3. Yasho Industries Limited 4. Kagashin Global Network Private Limited 5. Buli Chemicals India Private Limited (A WOS of the Company) 	<ol style="list-style-type: none"> 1. Neogen Ionics Limited (A WOS of the Company) 2. Buli Chemicals India Private Limited (A WOS of the Company)
List of Chairmanship and Membership of Various committees in other listed companies (Including Neogen Chemicals Limited) as on March 31, 2023	<p>Committee Memberships:</p> <p>Audit Committee</p> <ol style="list-style-type: none"> 1. Yasho Industries Limited <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. Neogen Chemicals Limited 2. Privi Specialty Chemicals Limited 3. Yasho Industries Limited <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> 1. Neogen Chemicals Limited 2. Privi Specialty Chemicals Limited 3. Yasho Industries Limited <p>Risk Management Committee</p> <ol style="list-style-type: none"> 1. Neogen Chemicals Limited 2. Privi Specialty Chemicals Limited 3. Yasho Industries Limited <p>Stakeholders and Relationship Committee</p> <ol style="list-style-type: none"> 1. Yasho Industries Limited <p>Mr. Anurag Surana is acting as a Chairperson of Nomination and remuneration Committee of Yasho Industries Limited.</p>	<p>Committee Memberships:</p> <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> 1. Neogen Chemicals Limited <p>Risk Management Committee</p> <ol style="list-style-type: none"> 1. Neogen Chemicals Limited <p>Mr. Haridas Kanani is acting as a Chairperson of both the above mentioned committees of Neogen Chemicals Limited.</p>
Relationship with other directors and key managerial personnel of the Company	No relationship as defined under the Companies Act, 2013 and/or Rules made thereunder.	Father of Dr. Harin Kanani, Managing Director of Neogen Chemicals Limited

Name of Director	Prof. Ranjan Kumar Malik	Mrs. Avi Sabavala
Designation	Independent Director	Independent Director
DIN	08221989	08246256
Date of Birth	October 30, 1949	January 27, 1958
Age	73	65
Nationality	Indian	Indian
Original Date of Appointment	October 6, 2018	October 6, 2018
Qualification	Bachelor's degree in Science (Chemical Engineering) with a gold medal from the University of Kanpur. He also has a Master's degree in Chemical Engineering from the Indian Institute of Technology (IIT)-Kanpur, and a Doctor of Philosophy (Ph.D.) degree from the University of Wisconsin-Madison, USA.	Bachelor's degree in Science (Honours) and a master's degree in Arts (Social Work) from the University of Delhi, Bachelor's degree in Law from the Maharaja Sayajirao University, Baroda, and a Diploma in Management from the Indira Gandhi National Open University.
Experience	Over 44 years	Over 40 years
Expertise in specific Professional areas	Prof. Ranjan Kumar Malik is an Independent Director in the Company. He has a Bachelor's degree in Science (Chemical Engineering) with a gold medal from the University of Kanpur. He also has a Master's degree in Chemical Engineering from the Indian Institute of Technology-Kanpur, and a Doctor of Philosophy (Ph.D.) degree from the University of Wisconsin-Madison, USA. He has been a Professor in the Department of Chemical Engineering, Indian Institute of Technology-Bombay at Mumbai for more than 30 years. He is currently an Adjunct Professor of Chemical Engineering with the Indian Institute of Technology-Bombay, Mumbai. He is also a life member of the Indian Institute of Chemical Engineers.	Mrs. Avi Sabavala is an Independent Director of the Company. She has a bachelor's degree in Science (Honours) and a master's degree in Arts (Social Work) from the University of Delhi. She also holds a bachelor's degree in Law from the Maharaja Sayajirao University, Baroda, and a diploma in Management from the Indira Gandhi National Open University. She is a well-known Corporate Trainer with wide experience in conducting various soft skill training programs for industrial personnel at all levels. She has wide experience in Business and Industry. She was President of Baroda Management Association (BMA) for the year 2016-17. In the year 2016-17, BMA won the Best Local Management Association Award from parent body – All India Management Association. Presently she is continuing to be on the Advisory Committee of Past Presidents. She has been past President of Vadodara Chamber of Commerce & Industry (VCCI) for 2 Terms i.e. 2010-12 & 2012-14. She is Professional Life member of All India Management Association (AIMA) and currently member of the Governing Council of AIMA.
Terms and conditions of Appointment/ Reappointment	Appointed as a Non-Executive, Independent Director, of the Company for 5 years, not liable to retire by rotation.	Appointed as a Non-Executive, Independent Director, of the Company for 5 years, not liable to retire by rotation.
Remuneration Proposed to be paid	Not Applicable	Not Applicable
No. of Shares held in the Company	0	0

Name of Director	Prof. Ranjan Kumar Malik	Mrs. Avi Sabavala
List of Directorship held in other Companies as on March 31,2023	Not Applicable	1. Munjal Auto Industries Limited 2. Indutch Composites Technology Private Limited
List of Chairmanship and Membership of Various committees in other listed companies (Including Neogen Chemicals Limited) as on March 31, 2023	Not Applicable	Committee Memberships: Audit Committee 1. Neogen Chemicals Limited Corporate Social Responsibility Committee 1. Neogen Chemicals Limited
Relationship with other directors and key managerial personnel of the Company	No relationship as defined under the Companies Act, 2013 and/or Rules made thereunder.	No relationship as defined under the Companies Act, 2013 and/or Rules made thereunder.

For other details such as number of meetings of the board attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.