

**March 7, 2026**

BSE Limited  
 Department of Corporate Services,  
 Floor 25, Phiroze Jeejeebhoy Towers,  
 Dalal Street, Mumbai 400 001  
**Scrip Code No: 542665**  
**DEBT Segment code: 977028**

National Stock Exchange of India Limited  
 Listing Department,  
 Exchange Plaza, C-1, Block G  
 Bandra Kurla Complex, Bandra (E), Mumbai – 400 051  
**Company Symbol: NEOGEN**

**Sub: Notice of Extra Ordinary General Meeting**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the Notice convening the Extra Ordinary General Meeting (“EGM”) of the Company scheduled to be held on **Sunday, March 29, 2026 at 11:30 a.m.** IST through video conferencing / other audio visual means (“VC/OAVM”) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) to transact the special business as set out in the Notice of the EGM dated March 7, 2026. The Notice of EGM is being sent through email to the members whose email id is registered with the Company/Company’s Registrar and Transfer Agent- MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“RTA”) /Depository Participant(s) as on March 7, 2026 and it can also be accessed at the website of the Company at <https://neogenchem.com/announcements/> under Issue of Securities tab or the website of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

Further, in terms of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to its Members to exercise their right to vote by electronic means (both remote e-voting as well as e-voting during the EGM) using the electronic voting platform provided by RTA.

**Key information pertaining to the EGM:**

<b>PARTICULARS</b>	<b>DATE AND TIME</b>
Time and date of EGM	Sunday, March 29, 2026, at 11:30 a.m.
Cut-off date for the purpose of determining eligibility of members to vote on the resolutions set out in the Notice of EGM	Friday, March 20, 2026.
Closure of register of members and the share transfer books of the company for the purpose of the EGM.	Saturday, March 21, 2026 to Sunday, March 29, 2026 (both days inclusive)
E-voting start time and date	Thursday, March 26, 2026 at 9:00 A.M (IST)
E-voting end time and date	Saturday, March 28, 2026 at 5:00 P.M (IST)
E-voting during the EGM start time and date	Sunday, March 29, 2026, at 11:30 a.m.
E-voting during the EGM end time and date	Sunday, March 29, 2026 on completion of 30 minutes from the time of the conclusion of the EGM.
E-voting website links (please use as applicable)	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> / <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a> <a href="https://instavote.linkintime.co.in/">https://instavote.linkintime.co.in/</a>
E-voting Event Number (EVEN)	260127

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

Thanking you,  
**For NEOGEN CHEMICALS LIMITED**

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**Unnati Kanani**  
**Company Secretary & Compliance Officer**  
**Membership No: A35131**  
**Encl: A/a**

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (“**the EGM**”) of the members of **Neogen Chemicals Limited (“the Company”)** will be held on Sunday, March 29, 2026, at 11:30 a.m. through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following Special business:

### SPECIAL BUSINESS:

#### **1. Issuance of Equity Shares of the Company on a Preferential Basis to the Promoter group member of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1) (b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) on which the Equity Shares of the Company having face value of Rs. 10 each are listed, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Securities and Exchange Board of India (“**SEBI**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), the Government of India (“**GOI**”) and on recommendation of the Audit committee and Board of the Company and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the GOI, RBI, SEBI, Stock Exchanges, MCA and any other relevant statutory, governmental authorities or departments, institutions or bodies (collectively referred to as “**Authorities**”) and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may constitute, to exercise one or more of its powers, including the powers conferred hereunder) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer, and allot 10,00,000 Equity Shares (“**Equity Shares**”) of face value of Rs.10/- (Rupees Ten) each fully paid up at an issue price of Rs. 1,610 per Equity Share including a premium of Rs. 1,600 per Equity Share (as determined in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations and duly approved by the Board in its meeting held on March 7, 2026) aggregating Rs. 1,61,00,00,000 (Rupees One Hundred and Sixty One

Crores only), for cash consideration on a preferential basis (“**Preferential Issue**”), and on such terms and conditions, as are stipulated in the explanatory statement attached herewith and as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter V of SEBI ICDR Regulations, to the following proposed allottee in the manner given below (collectively referred to as “**Proposed Allottee**”):

SR. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY	NO. OF EQUITY SHARES PROPOSED TO BE OFFERED AND ALLOTTED
1.	Cadamba Solutions Private Limited	Promoter Group	10,00,000
<b>TOTAL</b>			<b>10,00,000</b>

**RESOLVED FURTHER THAT** in terms of Regulation 161 of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the floor price for issue and allotment of Equity Shares on preferential basis, be and is hereby fixed as Friday, February 27, 2026 being 30 days prior to the date of Extraordinary General Meeting scheduled to be held on Sunday, March 29, 2026;

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) the Proposed Allottee of Equity Shares shall be required to bring in the entire 100% of the consideration for the Equity Shares to be issued and allotted, on or prior to the date of allotment thereof;
- b) the consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee from their respective bank accounts into the designated bank account of the Company, and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;
- c) the pre-preferential shareholding of the Proposed Allottee, if any, and Equity Shares proposed to be allotted shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- d) The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only;
- f) the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals including SEBI approval on an application filed by the proposed allottee belonging to promoter group pursuant to regulation 300 of SEBI ICDR regulations seeking exemption from strict application of regulation 159 read with explanation thereof of the SEBI ICDR regulations as there were inter-se transfers done by other promoter/ promoter group members of the Company on December 31, 2025 pursuant to SEBI Exemption Order bearing reference number WTM/ KCV/ CFD/ 17/2025-26 dated December 30, 2025 under regulation 11(5) of SEBI SAST regulations and Stock exchanges approval as the case may be;
- g) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares in all respects including as to dividend and voting rights from the date of allotment thereof;
- h) no partly paid-up Equity Shares shall be issued / allotted; and

- i) the Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of resolution by the Shareholders of the Company approving the Preferential Issue. Where the allotment of the Equity Shares is pending on account of pendency of any approval by any regulatory/statutory authority including approval from SEBI and Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the Board or any Committee of the Board be and are hereby authorized to make an offer to each of the Proposed Allottee through a private placement offer letter in Form PAS – 4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment of the said Equity Shares to the Proposed Allottee would be made only upon receipt of the in-principle approval from the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited, receipt of the consideration as aforesaid, and receipt of necessary permission/approvals from any regulatory or statutory authority including SEBI approval on an application filed by the proposed allottee belonging to promoter group pursuant to regulation 300 of SEBI ICDR regulations seeking exemption from strict application of regulation 159 read with explanation thereof of the SEBI ICDR regulations as there were inter-se transfers done by other promoter/ promoter group members of the Company on December 31, 2025 pursuant to SEBI Exemption Order bearing reference number WTM/KCV/ CFD/ 17/2025-26 dated December 30, 2025 under regulation 11(5) of SEBI SAST regulations and within the timelines prescribed under the applicable laws and to record the name and details of the Proposed Allottee in Form PAS-5;

**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the Notice of the Extra-Ordinary General Meeting given to the Members;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board/Committee(s) of the Board, Director(s), Chief Financial Officer or Company Secretary or such authorized Officer(s) of the Company be and are severally hereby authorized to do all such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Equity Shares, and to give effect to these resolutions, without being required to seek any further consent or approval of the Members, including, without limitation, the following:

- (a) offer, issue and allot the Equity Shares, subject to such terms and conditions and in accordance with applicable laws, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance of the Equity shares, including among other things, number of Equity Shares to be issued and allotted, size of the issue, terms and conditions in connection with premium, pricing and / or finalizing the objects of the issuance and monitoring of the same;
- (c) approve, finalize, and execute offer document(s) (including, among other things, any draft offer document, offering circular, registration statement, placement document, information memorandum, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalize the application form(s), notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) approve, finalize, execute, and amend agreements, contracts and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and

arrangements, agreements, memoranda, documents, etc. in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), legal counsel, depository(ies), exchanges, banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required) and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Equity Shares, and to remunerate them by way of fees, commission, brokerage costs, charges and other expenses and also to reimburse them out of pocket expenses incurred by them in connection therewith;

**(e)** provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;

**(f)** seek any consents and approvals, including, among others, the consent(s) from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;

**(g)** file requisite documents/ forms/deeds/ declarations including filing of forms FC-GPR with the SEBI, Stock Exchanges, ROC, the GOI, the RBI, the MCA and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;

**(h)** seeking the listing of the Equity Shares on any stock exchange(s), submitting the listing application(s) to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);

**(i)** 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;

**(j)** approving the issue price and finalize allocation and the basis of allotment(s) of the Equity Shares on the basis of the applications thereof as received, where applicable;

**(k)** acceptance and appropriation of the proceeds of the issue of the Equity Shares; and

**(l)** affix the common seal of the Company, as required, on any agreement(s), undertaking(s), deed(s) or other document(s), in the presence of any one or more of the Directors of the Company or any one or more of the officers of the Company as may be authorized by the Board in accordance with the Memorandum of Association and Articles of Association of the Company.

**(m)** issuing clarification on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations;

**(n)** to resolve and settle any questions/difficulties that may arise with respect to the offer, issue and allotment of the said Equity Shares, including making an offer to the Proposed Allottee, utilization of issue proceeds, signing of all deeds and documents as may be required in this regard.

**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(s) and/or director(s) and / or officer(s) and/or company secretary and/ or authorized signatory(ies) 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 and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**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  
For Neogen Chemicals Limited**

**Unnati Kanani  
Company Secretary & Compliance Officer  
Mem. No.: A35131**

**Place:** Thane  
**Date:** March 7, 2026

**Regd. Office Address:**

Office No. 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](mailto:investor@neogenchem.com)  
**Website:** [www.neogenchem.com](http://www.neogenchem.com)  
**CIN No.:** L24200MH1989PLC050919

**Notes:**

1. The Ministry of Corporate Affairs (**MCA**) vide its general circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as **MCA Circulars**) and circulars No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated 12 May 2020, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated January 15, 2021, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022 and subsequent circulars issued by the Securities and Exchange Board of India (**SEBI**) in this regard (collectively referred to as **SEBI Circulars**) has permitted the holding of the EGM through VC /OAVM, without the physical presence of the members at a common venue till further orders. In compliance with the provisions of the Act, Listing Regulations, MCA Circulars and SEBI circulars, the EGM of the Company is being held through VC / OAVM. The members can attend and participate in the EGM through VC/OAVM. 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 (“**SS-2**”) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

2. In terms of Section 102 of the Act and SS-2 on General Meetings, an explanatory statement setting out the material facts concerning special business under item no. 1 to be transacted at the EGM is annexed and forms part of this Notice.
3. Since the EGM 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 EGM as per section 103 of the Act.
4. Members who have questions or seeking clarifications on the Agenda item as contained in this Notice are requested to send e-mail to the Company on [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Saturday, March 28, 2026 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.
5. 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](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Saturday, March 28, 2026. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
6. Institutional/ Corporate members are encouraged to attend and vote at the EGM through VC/ OAVM. 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](mailto:investor@neogenchem.com), to the Scrutinizer at [devendracs@gmail.com](mailto:devendracs@gmail.com) with a copy to the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("**the RTA**") at: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) / [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) on or before 5.00 p.m. on Saturday, March 28, 2026.
7. 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 this EGM. Members seeking to inspect such documents can send their requests via an email to the Company at [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Saturday March 28, 2026.
8. All communications including Notice of the EGM and instructions for e-voting, are being sent by an electronic mode to those members whose email address are registered with the Company/ National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**"), collectively ("**Depositories**") and Depository Participant ("**DP**"). A copy of the Notice convening the EGM will be available on the Company's website at <https://neogenchem.com/announcements/> > Issue of Securities tab and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. 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.

9. 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 EGM.
10. The Register of Members of the Company shall remain closed from Saturday, March 21, 2026 to Sunday, March 29, 2026 (both days inclusive).
11. Members holding shares of the Company are requested to update and 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 quoting their Folio No. along with self-attested documentary proofs, in case if the shares are held in physical form, by sending mail at [investor@neogenchem.com](mailto:investor@neogenchem.com) or [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) and to their respective DP in case the shares are held in Demat form.

**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 EGM (“**remote e-voting**”) and Remote E-voting during the EGM 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 EGM 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 EGM 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 casts their vote by remote e-voting prior to EGM may participate in the EGM through VC/ OAVM but shall not be entitled to cast their vote again.
3. The voting on the proposals contained the Notice of EGM 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 EGM 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@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) 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 EGM. The credentials will be provided to the members after verification of all details.

4. The remote e-voting period commences on Thursday, March 26, 2026 at 9:00 a.m. and ends on Saturday, March 28, 2026 at 5:00 p.m. During this period, the Members holding shares in the Company, as on the record date/ cut-off date being Friday, March 20, 2026 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 record date/ cut-off date i.e. Friday, March 20, 2026. 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 of the facility of e-voting as well as voting through e-voting during the EGM.

- 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, March 20, 2026 may refer to the Notice of EGM of the Company, posted on Company's website <https://neogenchem.com/announcements/> > Issue of securities tab 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](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990, 1800 22 44 30 or 022 - 4886 7000 and **CDSL helpdesk** by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33 or 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@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) 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 EGM will begin on Sunday, March 29, 2026, at 11:30 a.m. and will end on completion of 30 minutes from the time of the conclusion of the EGM. Within this period, all members who are present at the EGM through VC facility and who have not exercised their vote through remote e-voting during the E-voting Period prior to EGM and are otherwise not barred from doing so, shall be allowed to e-vote during the EGM.

The facility for e-voting during the EGM is available only to those members participating in the meeting through VC facility. If a member has exercised his / her vote during the EGM through e-voting but not attended the EGM through VC facility, then the votes casted by such member shall be considered invalid.

If a member cast votes by both the modes, then voting done through remote e-voting shall prevail and vote cast through E-voting during the EGM 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 EGM 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 favor or against, if any, within 48 hours 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/announcements/> > issue of securities tab and on the website of the RTA at <https://instavote.linkintime.co.in> and the results shall simultaneously be communicated to the Stock Exchanges.

#### **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access e-Voting facility.

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

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

##### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

##### **Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "MUG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.

- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

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

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

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

- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

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

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

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

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**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.

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

*\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 ("Custodian / Corporate Body/ Mutual Fund")**

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

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the **“Report Section”**.

### **STEP 3 – Voting through remote e-voting**

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

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under **“On-going Events”**.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) 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.

**OR**

#### **METHOD 2 - VOTES UPLOAD**

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

### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

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

#### Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

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

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

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

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

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

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

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

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

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

- ❖ 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”.

**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 EGM 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 EGM THROUGH INSTAMEET:**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, the Companies can conduct their AGMs/ EGMs by means of Video Conference (VC) or other audio-visual means (OAVM) without the physical presence of the members at a common venue till further orders.

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

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

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:
  - i. **Demat Account No. or Folio No:**
    - a. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
    - b. Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
    - c. Shareholders holding shares in physical form – shall provide Folio Number.
  - ii. **PAN:**
    - a. Enter your 10-digit Permanent Account Number (PAN)
    - b. (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - iii. **Mobile No:** Enter your Mobile No.
  - iv. **Email ID:** Enter your email Id as recorded with your DP/ Company.

c) Click “Go to Meeting”

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

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

1. Shareholders who would like to speak during the meeting must register their request with the company by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID- [investor@neogenchem.com](mailto:investor@neogenchem.com) on or before 5.00 p.m. on Saturday, March 28, 2026.
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 who has not registered as “Speaker Shareholder” may still 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.

**Note:**

*Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*

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

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

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

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

**Helpdesk:**

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

**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. 1 of the accompanying notice:

**ITEM NO. 1:**

**Issuance of equity shares of the Company on preferential basis to the promoter group member of the Company:**

The Company is in the business of manufacturing Specialty Chemicals. The Company anticipates growth opportunities in its existing organic/ inorganic business and continues to evaluate various avenues for growth and expansion of its battery material business. An equity infusion will also strengthen the Company's balance sheet and reduce the finance cost of the Company. Accordingly, subject to compliance with applicable law, the Company proposes to raise capital for the purposes of:

- a) Investment in Neogen Ionics Limited -a wholly owned subsidiary of Neogen Chemicals Limited;
- b) Meeting working capital requirements; and
- c) general corporate purposes.

The proceeds from the issue of Securities shall be utilized for any of the aforesaid purposes to the extent permitted by law.

The Board of Directors of the Company (hereinafter referred to as "**the Board**"), has explored various options and the Board at their meeting held on March 7, 2026 and on recommendation received from the Audit committee of the Company, has approved the raising of funds by way of issue of 10,00,000 equity shares of the Company having face value of Rs. 10 each ("**Equity Shares**") on a preferential basis at a price of Rs. 1,610 per Equity Share including premium Rs. 1,600 per Equity Share ("**Issue Price**") aggregating to Rs. 1,61,00,00,000 (Rupees One Hundred and Sixty One Crores only) ("**Preferential Issue**") subject to necessary approval(s), for cash and on such terms and conditions in accordance with the provisions of SEBI ICDR Regulations.

The floor price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is Rs. 1,375.82 per Equity Share and the issue price of Rs. 1,610 per equity share is 17.02% above the said floor price calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations.

The said Preferential Issue of Equity Shares is being made to the following Allottee subject to approval being received from SEBI on application made pursuant to regulation 300 of SEBI ICDR regulations by the proposed allottee belonging to promoter group seeking exemption from strict application of regulation 159 read with explanation thereof of the SEBI ICDR regulations as there were inter-se transfers done by other promoter/ promoter group members of the Company on December 31, 2025 pursuant to SEBI Exemption Order bearing reference number WTM/ KCV/ CFD/ 17/2025-26 dated December 30, 2025 under regulation 11(5) of SEBI SAST regulations and in- principle approval from the BSE and NSE (collectively referred to as the "**Proposed Allottee**"):

Name of Proposed Allottee	Category	Maximum number of Equity Shares to be offered
Cadamba Solutions Private Limited	Promoter Group	10,00,000
<b>Total</b>		<b>10,00,000</b>

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations”), approval of members of the Company (“Members”) by way of a special resolution (“Special Resolution”) is required for the Preferential Issue.

Terms of Issue of Equity Shares: (i) All Equity Shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association & Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company (ii) the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations (iii) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, including approval being received from SEBI on application made pursuant to regulation 300 of SEBI ICDR regulations by the proposed allottee belonging to promoter group seeking exemption from strict application of regulation 159 read with explanation thereof of the SEBI ICDR regulations as there were inter-se transfers done by other promoter/ promoter group members of the Company on December 31, 2025 pursuant to SEBI Exemption Order bearing reference number WTM/ KCV/ CFD/ 17/2025-26 dated December 30, 2025 under regulation 11(5) of SEBI SAST regulations and in-principle approval from the BSE and NSE.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

**i. The objects of the preferential issue:**

The Company shall utilize the proceeds from the Preferential Issue of Equity Shares for: -

- a) Investment in Neogen Ionics Limited -a wholly owned subsidiary of Neogen Chemicals Limited;
- b) Meeting working capital requirements; and
- c) General corporate purposes.

**Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:**

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. no.	Objects of an issue	Amount in Rs. in Crores	Utilisation timeline
1	Investment in Neogen Ionics Limited -a wholly owned subsidiary of Neogen Chemicals Limited	80 - 100	Up to 90 days
2	Meeting Working capital requirements	21 - 41	Up to 90 days
3	General corporate purposes <sup>1</sup>	40	Up to 90 days

There may be variation not exceeding +/- 10% in the estimated amounts specified against each of the objects in the above given table.

The above-mentioned fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

**ii. Particulars of the Preferential Issue including date of passing of Board resolution, Maximum Number of Equity Shares to be offered, Amount which the Company intends to raise by way of such securities/ size of the issue:**

The Board at its meeting held on March 7, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, i.e., the issuance of 10,00,000 Equity Shares at a price of Rs. 1,610 per Equity Share including premium of Rs. 1,600 per Equity Share, aggregating to Rs. 1,61,00,00,000 (Rupees One Hundred and Sixty One Crores only) for cash consideration, on a preferential basis, which is 17.02% above the floor price of Rs. 1,375.82 per equity share calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations

**iii. The price or price band at which the allotment is proposed:**

Rs. 1,610 per Equity Share including premium of Rs. 1,600 per Equity Share which is not lower than the floor price i.e. Rs. 1375.82 per equity share calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations.

**iv. Basis on which the price has been arrived at:**

The equity shares of Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges") and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price per Equity Share, the NSE,

<sup>1</sup> The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.

being the stock exchange with higher trading volumes for the preceding ninety trading days prior to Relevant Date i.e., Friday, February 27, 2026 has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The SEBI (ICDR) Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Accordingly, the floor price of the Equity Shares proposed to be allotted pursuant to the Preferential Issue which has been determined in accordance with Regulation 164 of the SEBI ICDR Regulations is Rs. 1,375.82 per Equity Share. The price at which the Equity Shares are proposed to be allotted to each of the Proposed Allottee pursuant to the Preferential Issue is Rs. 1,610 per Equity Share (including premium of Rs. 1,600 per Equity Share) which is not less than the floor price determined in the manner set out above and is 17.02% above the said floor price calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations.

The said preferential issue does not result in a change in control nor results in allotment of more than 5% of the post issue fully diluted share capital of the Issue Company to an allottee or to allottees acting in concert, hence the valuation report is not required pursuant to regulation 166A of the SEBI ICDR Regulations.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Equity Shares to be allotted under the preferential issue.

**v. Monitoring of Utilization of Funds:**

As the issue size is more than Rs. 100 Crore (Rupees One Hundred Crore Only), the Company is required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI (ICDR) Regulations and accordingly the Board of Directors of the Company has in its meeting held on March 7, 2026 appointed CRISIL Ratings Limited as the Monitoring agency in terms of 162A of the (SEBI ICDR) Regulations.

**vi. The relevant date on the basis of which price has been arrived at:**

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for issue and allotment of Equity Shares on preferential basis is Friday, February 27, 2026 (“**Relevant Date**”), being 30 days prior to the date of Extraordinary General Meeting scheduled to be held on Sunday, March 29, 2026.

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

The preferential issue of Equity Shares is proposed to be made to the Proposed Allottee, which belongs to the Promoter group member and is subject to approval being received from SEBI on application made pursuant to regulation 300 of SEBI ICDR regulations by the proposed allottee belonging to Promoter

Group of the Company seeking exemption from strict application of regulation 159 read with explanation thereof of the SEBI ICDR regulations as there were inter-se transfers done by other promoter/ promoter group members of the Company on December 31, 2025 pursuant to SEBI Exemption Order bearing reference number WTM/ KCV/ CFD/ 17/2025-26 dated December 30, 2025 under regulation 11(5) of SEBI SAST regulations and in-principle approval from the BSE and NSE. The Company has obtained the PAN of the Proposed Allottee.

Sr. No.	Name of the proposed allottee	Category	Maximum no. of equity shares proposed to be offered and allotted	Total Amount In Rs.
1.	Cadamba Solutions Private Limited	Promoter Group	10,00,000	161,00,00,000
<b>TOTAL</b>				<b>161,00,00,000</b>

- viii. **Identity of proposed allottee's (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue.:**

Sr. No.	Name and Address of Proposed Allottee	Category	Identity of Natural Person who are the Ultimate Beneficial Owner.	Pre- Preferential Issue Shareholding (as on December 31, 2025)		Post-Preferential Issue Shareholding	
				No. of Shares	%	No. of Shares	%
1.	Cadamba Solutions Private Limited  Address: 115, Vardhaman Industrial Complex, Old Agra Road, Thane (W) – 400601, Maharashtra, India.	Promoter Group	Dr. Harin Kanani	0	0	10,00,000	3.65

- ix. **Intention of Promoters, directors or key managerial personnel to subscribe to the offer:**

The Proposed Allottee is a Promoter group member of the Company and it intends to participate/subscribe to the Equity Shares to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above. The Company has received a resolution passed by the Board of Directors of Proposed Allottee belonging to promoter group dated February 6, 2026 approving the investment and subscription to the equity shares of the Company. However, the allotment shall be subject to approval being received from SEBI on application made pursuant to regulation 300 of SEBI ICDR regulations by the proposed allottee belonging to Promoter Group seeking exemption from strict application of regulation 159 read with explanation thereof of the SEBI ICDR regulations as there were inter-se transfers done by other promoter/ promoter group members of the Company on December 31, 2025 pursuant to SEBI Exemption Order bearing reference number WTM/ KCV/ CFD/ 17/2025-26 dated December 30, 2025 under regulation 11(5) of

SEBI SAST regulations and in- principle approval from the BSE and NSE. Apart from the Proposed Allottee belonging to Promoter Group, none of the other promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

**x. The proposed time within which the allotment shall be completed:**

As required under Chapter V of the SEBI ICDR Regulations, the Equity Shares to be allotted to each of the Proposed Allottee pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee is pending on account of receipt of any approval or permission from any regulatory or statutory authority including approval from SEBI on application made pursuant to regulation 300 of SEBI ICDR regulations by the proposed allottee belonging to Promoter Group seeking exemption from strict application of regulation 159 read with explanation thereof of the SEBI ICDR regulations as there were inter-se transfers done by other promoter/ promoter group members of the Company on December 31, 2025 pursuant to SEBI Exemption Order bearing reference number WTM/ KCV/ CFD/ 17/2025-26 dated December 30, 2025 under regulation 11(5) of SEBI SAST regulations and in- principle approval from the BSE and NSE, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**xi. Certificate from Practicing Company Secretary:**

The Certificate issued by DVD & Associates., Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be made available for inspection by the members during the Meeting and will also be made available on the Company's website and will be accessible at <https://neogenchem.com/announcements/>

**xii. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the Preferential Issue.

**xiii. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

**xiv. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as the Company has not proposed to issue the shares for consideration other than cash.

**xv. Payment of Consideration:**

In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottee at the time of allotment of such Equity Shares.

Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottee. The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

**xvi. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:**

SR. No.	CATEGORY	PRE-ISSUE SHAREHOLDING (AS ON DECEMBER 31, 2025)		POST-ISSUE OF EQUITY SHARES SHAREHOLDING	
		NO. OF SHARES	%	NO. OF SHARES	%
<b>A</b>	<b>Promoters and Promoter Group Holding:</b>				
1	<b>Indian:</b>				
	Individual/HUF	1,25,16,739	47.44	1,35,16,739	49.36
	Bodies Corporate	0	0.00	0	0.00
2	Foreign Promoters	9,98,000	3.78	9,98,000	3.64
	<b>Sub Total (A)</b>	<b>1,35,14,739</b>	<b>51.23</b>	<b>1,45,14,739</b>	<b>53.01</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
1	<b>Institutional Investors:</b>				
a)	Financial Institutions / Banks	0	0.00	0	0.00
b)	Mutual Funds	52,29,274	19.82	52,29,274	19.10
c)	Foreign Portfolio Investors	12,06,671	4.57	12,06,671	4.41
d)	Alternative Investment Funds	1,99,939	0.76	1,99,939	0.73
e)	Insurance Companies	3,72,362	1.41	3,72,362	1.36
	<b>Sub-Total (B)(1)</b>	<b>70,08,246</b>	<b>26.56</b>	<b>70,08,246</b>	<b>25.59</b>
2	<b>Non-Institution:</b>				
a)	Individuals	40,37,329	15.30	40,37,329	14.74
b)	Bodies Corporates	8,68,295	3.29	8,68,295	3.17
c)	NRI	1,91,780	0.73	1,91,780	0.70
d)	Clearing Member	7,115	0.03	7,115	0.03
e)	Directors and their relatives	3,50,080	1.33	3,50,080	1.28
f)	Trust	10	0.00	10	0.00
g)	Hindu Undivided Family	1,43,035	0.54	1,43,035	0.52
h)	Others (Limited Liability Partnership)	2,61,045	0.99	2,61,045	0.95
	<b>Sub Total (B) (2)</b>	<b>58,58,689</b>	<b>22.21</b>	<b>58,58,689</b>	<b>21.40</b>
	<b>TOTAL -(B)(1)+(B) (2)</b>	<b>1,28,66,935</b>	<b>48.77</b>	<b>1,28,66,935</b>	<b>46.99</b>
	<b>Non Promoter - Non Public</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Grand Total (A) + B(1) + B(2)</b>	<b>2,63,81,674</b>	<b>100.00</b>	<b>2,73,81,674</b>	<b>100.00</b>

**xvii. Lock-In Period:**

The Equity Shares to be issued and allotted on a preferential basis to the Proposed Allottee belonging to the promoter/ promoter group category of the Company shall be locked in for a period of 18 months from the date of trading approval granted for the specified securities:

Provided that not more than twenty per cent of the total capital of the issuer shall be locked-in for 18 months from the date of trading approval.

Provided further that equity shares allotted in excess of the twenty per cent shall be locked-in for six months from the date of trading approval pursuant to exercise of options or otherwise, as the case may be in accordance with Regulation 167 of the SEBI ICDR Regulations.

The equity shares to be issued and allotted on a preferential basis to the proposed allottee who does not belong to the promoters/ promoter group category of the Company shall be locked-in for a period of six months from the date of trading approval.

The entire pre-preferential shareholding of each of the Proposed Allottee (if any), shall be locked-in from the Relevant Date a period of 90 (ninety) trading days from the date of trading approval for the Equity Shares allotted pursuant to the Preferential Issue, in accordance with Regulation 167 of the SEBI ICDR Regulations.

**xviii. Principle terms of assets charged as securities:** Not Applicable

**xix. Requirements as to re-computation of price:**

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

**xx. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on a preferential basis i.e., BSE Limited and the National Stock Exchange of India Limited. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**xxi. Other Disclosures/Undertaking:**

- a) Neither the Company nor the Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI (ICDR) Regulations are not applicable. Neither the Company nor any of its directors or Promoters are a wilful defaulter or fraudulent borrower.
- b) None of its promoters or directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The promoter and promoter group members have done inter-se transfer of equity shares by way of

gift to their respective Trust during the 90 trading days preceding the Relevant Date pursuant to an exemption order passed by SEBI on December 30, 2025 bearing reference number WTM/ KCV/ CFD/ 17/2025-26 and hence the proposed allottee belonging to promoter group has made an application to SEBI pursuant to regulation 300 of SEBI ICDR regulations seeking exemption from strict application of regulation 159 read with explanation thereof of the SEBI ICDR regulations as there were inter-se transfers done by other promoter/ promoter group members of the Company on December 31, 2025 pursuant to SEBI Exemption Order bearing reference number WTM/ KCV/ CFD/ 17/2025-26 dated December 30, 2025 under regulation 11(5) of SEBI SAST regulations.

- d) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- e) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, hence the provisions of Regulation 164(2) and Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date a period of 90 trading days from the date of trading approval as per the SEBI ICDR Regulations.
- f) The Company is in compliance with the conditions of continuous listing of its Equity Shares as specified in the uniform listing agreement entered into with the Stock Exchange (the “**Uniform Listing Agreement**”) where its Equity Shares are listed.
- g) There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.

In accordance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares is being sought by way of a Special Resolution as set out in Item No. 1 of the notice. The issue of the Equity Shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 of the accompanying notice for your approval.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

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

**Unnati Kanani  
Company Secretary and Compliance Officer  
Mem. No. A35131**

**Place:** Thane  
**Date:** March 7, 2026