

November 5, 2024

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
BKC, Bandra (E), Mumbai – 400051
Company Symbol: NEOGEN

Sub: Postal Ballot Notice**Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sir/Madam,

Further to the outcome of meeting of the Board of Directors of Neogen Chemicals Limited (“**the Company**”) dated October 26, 2024, please find enclosed herewith copy of the postal ballot notice along with explanatory statement dated October 26, 2024 (“**Notice**”) to seek approval of the shareholders for the following special resolution:

| Sr. No. | Particulars |
|----------------|---|
| 1. | Appointment of Mr. Manoj Pati (DIN: 06971840), as an Independent Director |

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 1, 2024 (“**Cut off date**”), seeking their approval as set out in the Notice.

The Company has engaged the services of Link Intime India Private Limited for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Wednesday, November 6, 2024 (9:00 a.m. IST) and shall end on Thursday, December 5, 2024 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Saturday, December 7, 2024 (5:00 p.m. IST).

M/s. DVD & Associates, Practicing Company Secretaries, Pune, is appointed to act as Scrutinizer for the purpose of conducting e-voting process in a fair and transparent manner.

The above information will be made available on the website of the Company at <https://neogenchem.com/announcements/>.

This is for your information and records.

**Thanking you,
For Neogen Chemicals Limited**

Unnati Kanani
Company Secretary & Compliance Officer
Membership No: ACS 35131
Encl.: As above

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),
NEOGEN CHEMICALS LIMITED

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) as amended, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and the latest one being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), approval of the members of the Company (as on cut-off date) is sought by means of Postal Ballot through e-voting only, on the resolution as set out in this notice.

An Explanatory Statement pursuant to Section 102 of "the Act" pertaining to the proposed resolution(s) setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (**"Notice"/ "Postal Ballot Notice"**), enclosed herewith for your consideration.

In compliance with MCA Circulars, Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and other applicable provisions, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, this Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date

i.e. Friday, November 1, 2024 (**"Cut-off date"**) and whose email address is registered with the Company / Depository Participant (**"DP"**).

The Board of Directors has appointed CS Devendra Deshpande (FCS 6099), Proprietor of M/s. DVD & Associates, Practicing Company Secretaries, Pune as Scrutinizer (**"Scrutinizer"**) for conducting the Postal Ballot process through e-voting in a fair and transparent manner.

The Company has engaged the services of Link Intime India Private Limited (**"LI IPL/ RTA"**) to provide remote e-voting facility to its members. The remote e-voting period commences from Wednesday, November 6, 2024 (9:00 a.m. IST) and shall end on Thursday, December 5, 2024 (5:00 p.m. IST). The remote e voting shall be completed by not later than 5:00 p.m. on Thursday, December 5, 2024, to be eligible for the vote being considered, failing which, it will be strictly considered that no reply has been received from the member. The remote e-voting would be disabled by LI IPL immediately after 5:00 p.m. IST on Thursday, December 5, 2024, and will be disallowed thereafter.

The detailed procedure with respect to e-voting is mentioned in note no. 12 '**Remote e-voting Instructions for Shareholders**' of the Notes to this Notice. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The Scrutinizer will submit his report to the Chairman of the Company (**"the Chairman"**) or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of the e-voting period i.e. on or before 5:00 PM IST on Saturday, December 7, 2024. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Thursday, December 5, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The proposed Resolution(s) along with the Explanatory Statement(s) setting out the material facts are as follows:

SPECIAL BUSINESS:

1. Appointment of Mr. Manoj Kumar Pati (DIN: 06971840) as an Independent Director of the company:

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

“RESOLVED THAT, pursuant to the provisions of sections 149, 150, 152, 161 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 Regulations’) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Manoj Kumar Pati (DIN: 06971840), who was appointed as an Additional Director (Independent and Non-Executive) of the Company by the Board of Directors with effect from October 26, 2024, who has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and rules framed thereunder and regulation 16(1)(b) of the Listing Regulations and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from October 26, 2024 to October 25, 2027 (both days inclusive);

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), Mr. Manoj Kumar Pati (DIN: 06971840), Independent Director of the Company be paid such sitting fees, for attending the meeting(s) of the Board or any Committee thereof, 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 Committee 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 Mr. Manoj Kumar Pati (DIN: 06971840) 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.”

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

Unnati Kanani
Company Secretary &
Compliance Officer
Membership No.: ACS 35131

Place: Thane
Date: October 26, 2024

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

Website: www.neogenchem.com

CIN No.: L24200MH1989PLC050919

Notes:

1. In terms of Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the Listing Regulations, and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning special business under item no. 1 to be transacted through postal ballot is annexed and forms part of this Notice.
 2. 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 appointment through Postal ballot are also annexed to this Notice.
 3. All communications including this Postal Ballot Notice along with the explanatory statement and instructions for e-voting, is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on Friday, November 1, 2024 ("the Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system. A copy of this Notice will be available on the Company's website <https://neogenchem.com/announcements/> 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 LIPL at <https://instavote.linkintime.co.in>.
 4. The Members whose names appear on the Register of Members / List of Beneficial Owners with the Depositories as on the Cut-off Date will be considered for the purpose of voting. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company in the names of the Members as on Friday, November 1, 2024 being the Cut-off date for the purpose. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently.
- Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution/Authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at devendracs@gmail.com with a copy marked to LIPL at rnt.helpdesk@linkintime.co.in
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on resolution(s) through the e-voting service facility arranged by LIPL. The e-voting facility is available at the link <https://instavote.linkintime.co.in>. The instructions for electronic voting are mentioned in note no. 12 to this Notice.
 6. The e-voting period will commence from Wednesday, November 6, 2024 (9:00 a.m. IST) and shall end on Thursday, December 5, 2024 (5:00 p.m. IST).
 7. A member cannot exercise his vote by proxy on postal ballot.
 8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Thursday, December 5, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
 9. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the results of the voting of postal ballot through e-voting will be announced within 2 working days from the conclusion of e-voting period i.e. on or before Saturday, December 7, 2024 (5:00 p.m. IST), at the Registered Office of the Company and shall also be displayed on the Company's website i.e. <https://neogenchem.com/announcements/> and communicated to BSE Limited, National Stock Exchange of India Limited and LIPL on that date.

10. 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 and the explanatory statement pursuant to Section 102 of the Act, shall be available for inspection by the members only through electronic mode during normal business hours on all working days from the date of circulation of this Notice the last date for receipt of votes by e-voting i.e. Thursday, December 5, 2024. Members seeking clarifications on the proposals as contained in this Notice or to inspect any of the documents as referred in the Notice can send their requests via an email to the Company at investor@neogenchem.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
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 at investor@neogenchem.com / RTA at rnt.helpdesk@linkintime.co.in and in prescribed Form ISR-1 available at <https://linkintime.co.in/client-downloads.html> 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.

12. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

Remote e-Voting Instructions for shareholders:
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.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users 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. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for 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 registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By 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 can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.

- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- 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 Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By 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 "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime 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, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

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.

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

Shareholders holding shares in **NSDL form, shall provide '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’.

Cast your vote electronically:

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 (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - 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. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- 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'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2- VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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 evoting@nsdl.co.in or call at : 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 contact at toll free no. 1800 22 55 33 |

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

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

If a Non-Individual Shareholders holding securities in demat 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>

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

In case shareholders is having 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 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 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:

Shareholders 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”.

ANNEXURE TO THE NOTICE

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

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No.1 - Appointment of Mr. Manoj Kumar Pati (DIN: 06971840) as an Independent Director of the company:

The Board of the Company has on recommendation of the Nomination and Remuneration Committee, in its meeting held on October 26, 2024 approved the appointment of Mr. Manoj Kumar Pati (DIN: 06971840), as an Additional Director in the category of Non-Executive and Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from October 26, 2024 to October 25, 2027 (both days inclusive), subject to the approval of the members of the Company by way of passing a Special Resolution through Postal Ballot.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director. Further, the Company has received declarations from him stating that he meets the criteria of independence as prescribed in Section 149(6) and Schedule IV of the Companies Act, 2013 read with relevant provisions of Listing Regulations and that

he has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory / regulatory authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the “Enforcement of SEBI Orders regarding appointment of Directors” by the listed companies dated June 20, 2018.

The Company has received notice from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director.

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 with an objective independent judgement and without any external influence.

In the opinion of the Board of Directors, he possesses integrity, expertise, skills, knowledge and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 as amended, the Rules made there under and Listing Regulations and he is independent of the management of the Company. He holds a valid registration certificate with the Databank of Independent Directors. 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. Hence, considering his skills, experience, Knowledge, Independence, it is proposed to appoint Mr. Manoj Kumar Pati (DIN: 06971840) as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years commencing from October 26, 2024 to October 25, 2027 (both days inclusive), by way of passing a Special resolution.

A copy of the draft letter of appointment of Mr. Manoj Kumar Pati (DIN: 06971840) setting out terms and conditions of appointment is available for inspection by the Members in physical/ electronic form as per the instructions provided in Note No.10 of this Notice.

Mr. Manoj Kumar Pati (DIN: 06971840) is not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Brief details of Mr. Manoj Kumar Pati (DIN: 06971840) as stipulated under Regulation 36 (3) of Listing Regulations and SS-2 issued by the ICSI are provided in **Annexure 1** to this Notice.

The Board recommends the Special Resolution as set out in Item No. 1 of the Notice for approval of the members.

Mr. Manoj Kumar Pati (DIN: 06971840), being the appointee, and his relatives are/may be interested/ deemed to be interested in the resolution set out in Item No. 1 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, financially or otherwise, in the resolution.

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

Unnati Kanani

Company Secretary &
Compliance Officer

Membership No.: ACS 35131

Place: Thane

Date: October 26, 2024

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

Website: www.neogenchem.com

CIN No.: L24200MH1989PLC050919

Annexure - 1

Particulars of Directors seeking appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 (SS-2) on General Meetings as issued by the ICSI are as follows:

| PARTICULARS | DETAILS |
|--|---|
| Designation | Independent Director |
| DIN | 06971840 |
| Date of Birth | 04-05-1980 |
| Age | 44 years |
| Nationality | Indian |
| Original Date of Appointment | October 26, 2024 |
| Qualification | FCA (ICAI), ACA (ICAEW) and DISA (ICAI) |
| Experience | 20+ Years |
| Expertise in specific Professional areas | <p>Mr. Pati is an Additional (Non-Executive and Independent Director of the Company. Mr. Manoj Pati is the co-founder of Saini Pati Shah & Co LLP (Chartered Accountant), a highly regarded mid-sized boutique firm focused on providing Audit, tax & advisory services.</p> <p>Mr. Pati has had extensive experience of more than 25 years in providing Assurance and Risk advisory services to clients across a range of industries with strong affinity towards Building & Construction and Real Estate, Information Technology, Start-ups, Manufacturing and Service sectors. Over the years, Mr. Pati had worked with prestigious firms E&Y India, KPMG India, BDO India, Mazars LLP Singapore and has led teams that have advised clients in the areas of audit, statutory financial reporting, implementation of IFRS & Ind AS projects for large corporate, etc. Mr. Pati has performed the role as Project Coordinator of large IPO clients and advised clients in preparation of restated financial statements and proforma financial statements in complex scenarios. Mr. Pati has been a regular faculty of ICAI and has written various articles on topics like Companies Act, IFRS, Indian Accounting Standards, etc.</p> <p>An area of current focus for Mr. Pati has been to work with reputed listed companies as an Independent Director on the Board to ensure the effective implementation of financial controls and system of risk management, healthy Corporate Governance, and assisting the Company in bringing an independent judgement to the Board for deliberations, especially on the issues related to strategy, compliance & risk management, related party transactions, KMP appointments and standards of conduct.</p> <p>Mr. Pati is a graduate in Commerce (Hons.) from the University of Odisha, a Chartered Accountant from the ICAI (India), qualified member of ICAEW (London), Diploma in Information System Audit (ICAI), One-year Executive Program in Investment Banking and Capital Market, IIM (Calcutta). He is a lifetime member and Certified Independent Director from Indian Institute of Corporate Affairs (IICA).</p> |

| PARTICULARS | DETAILS |
|---|---|
| Terms and conditions of Appointment/ Reappointment | Appointment as Independent Director for a period of 3 years starting from October 26, 2024, to October 25, 2027 (both days inclusive), not liable to retire by rotation |
| Remuneration proposed to be Paid | Sitting Fees for attending the Meetings of the Board of Directors and Committees thereof and Commission if any applicable and as may be decided by the Board in consultancy with Nomination and Remuneration Committee. |
| No. of Shares held in the Company | NIL |
| List of Directorship held in other Companies as on the date of this notice | <ol style="list-style-type: none"> 1. Phoenix Logitrans Private Limited 2. Intrinsic Quest Solutions Private Limited |
| Resignation as a Director from Listed Entities in the past three years: | Not Applicable. |
| List of Chairmanship and Membership of Various committees in other companies | Not Applicable. |
| Number of Board meetings attended during the Financial Year 2024-25 | Not Applicable. |
| Relationship with other directors and key managerial personnel of the Company | None. |