



POLYCHEM LIMITED

CIN: L24100MH1955PLC009663

REGD. OFFICE: 7. JAMSHEDJI TATA ROAD. CHURCHGATE RECLAMATION. MUMBAI-400 020
Ph: 022 - 2282 0048, E-mail: polychemltd@kilachand.com , Website: www.polychemltd.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 17th February, 2026 at 9.00 a.m. (IST)	Wednesday, 18th March, 2026 at 5.00 p.m. (IST)

Dear Member(s)

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014, General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, 09/2024 dated 19th September, 2024 and latest being 03/2025 dated 22nd September 2025 & other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the MCA Circulars"), Secretarial Standard- 2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, Regulation 44 of SEBI (LODR) Regulations, 2015 (Listing Regulations) read with other applicable provisions of the Act, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the members of Polychem Limited on the following special business by way of special resolution by means of Postal Ballot through remote e-voting.

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice ("Notice") is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company / Depository Participants / MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company ("RTA"), to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to this Notice.

Pursuant to Section 102 of the Companies Act, 2013, the explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice.

The Notice is also placed on the website of the Company at www.polychemltd.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Bombay Stock Exchange at www.bseindia.com.

The e-voting period commences on Tuesday, 17th February, 2026 at 09:00 A.M. and ends on Wednesday 18th March, 2026 at 05:00 P.M. E-Voting module will be blocked by NSDL after 05:00 P.M. on Wednesday 18th March, 2026 and voting shall not be allowed beyond the said date and time. Please read carefully and follow the instructions as given in this Notice for e-voting purpose.

The Board of Directors of the Company has appointed Ms. Ragini Chokshi of Ragini Chokshi & Co., Practicing Company Secretary (CP 1436), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.



The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot shall be announced within 2 (two) working days from the last date of e-voting.

The results declared along with Scrutinizer's Report shall be placed on the Company's website www.polychemltd.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE, where the shares of the Company are listed.

SPECIAL BUSINESS:**1. Re-appointment of Mr. Parthiv T Kilachand as a Managing Director for a period of 3 years w.e.f 1st April 2026 :**

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

“RESOLVED THAT in supersession of the Resolution passed by the members of the Company at the 66th Annual General Meeting held on 29th August 2023 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. P. T. Kilachand (DIN 00005516), as Managing Director of the Company, for a period of three years with effect from 1st April, 2026, upon the terms and conditions, including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. P. T. Kilachand, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the remuneration mentioned in Explanatory statement would nevertheless be paid and allowed to Mr. P. T. Kilachand as the minimum remuneration, within the overall ceiling limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Mr. P. T. Kilachand, the Company might have made no profits or its profits might be inadequate.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By Order of the Board of Directors

DEEPALI V. CHAUHAN

Company Secretary & Compliance Officer
ACS No. 38273

Registered Office:

7, Jamshedji Tata Road,
Churchgate Reclamation,
Mumbai – 400 020.

CIN : L24100MH1955PLC009663

Tel : 022 22820048

Email Id : polychemltd@kilachand.com

Website : www.polychemltd.com

Mumbai, 9th February, 2026



Notes:

1. An Explanatory Statement setting out all the material facts concerning the proposed business and reasons thereof pursuant to Section 102 and 110 of the Act are annexed to this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members and whose e-mail IDs are registered with the Company/ Depositories as on the cut-off date i.e., Thursday, 12th February, 2026.
3. This Notice is also available on the Company's website i.e. www.polychemltd.com, on the website of stock exchange i.e. www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
4. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is offering facility of remote e-voting to all the Members to enable them to cast their votes electronically only. For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL').
5. The remote e-voting shall commence on Tuesday, 17th February, 2026 at 09:00 A.M. and ends on Wednesday 18th March, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL thereafter and voting shall not be allowed beyond 05:00 p.m. (IST) Wednesday 18th March, 2026. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-Off date, i.e., Thursday, 12th February, 2026, shall be eligible to cast their vote electronically.
6. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
7. The Resolution as stated in the Notice, if approved by the Members with requisite majority through the Postal Ballot remote e-voting shall be deemed to have been passed as on the last date for remote e-voting i.e., Wednesday 18th March, 2026.
8. The Company has appointed Ms. Ragini Chokshi of Ragini Chokshi & Co., Practicing Company Secretary (CP 1436), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
9. The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot shall be announced within 2 (two) working days from the last date of e-voting.
10. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.polychemltd.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE, where the shares of the Company are listed.
11. The documents referred to in the accompanying Explanatory Statement is available for inspection at the Registered Office of the Company between 17th February, 2026, 09:00 A.M. till the last date for e-voting i.e., 18th March, 2026, 05:00 P.M.
12. E-Voting Instructions for Remote E-Voting:

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

Step 1: Access to NSDL e-Voting system

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



Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>If the user is registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. 2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. 3. This will prompt you to enter your existing User ID and Password. 4. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <hr/> <p>If the user is not registered for NSDL IDeAS facility: If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Voting directly through the NSDL portal:</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. 3. A new screen will open. 4. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. <p>Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



Type of shareholders	Login Method
	<p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p>  
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are www.cdsindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username & password. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at www.cdsindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800-21- 09911



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call at 022–48867000 or send a request to Mr. Sanjeev Yadav (NSDL Official) at evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to polychemltd@kilachand.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to polychemltd@kilachand.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible members to vote on the resolution	Thursday, 12th February, 2026
Voting start time and date	Tuesday, 17th February, 2026 at 09:00 A.M.
Voting end time and date	Wednesday, 18th March, 2026 at 05:00 P.M.
Date on which the resolution is deemed to be passed	Wednesday, 18th March, 2026
Name, address and contact details of Registrar and Share Transfer Agent.	MUFG Intime India Private Limited C 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083. Telephone : +91 8108116767 Email : investor.helpdesk@in.mpms.mufg.com Website : www.in.mpms.mufg.com
Name and contact details of e-voting service provider	Mr. Sanjeev Yadav, Asst. Manager, (NSDL) National Securities Depository Limited 022 48867000
NSDL e-voting website address	evoting@nsdl.com



EXPLANATORY STATEMENT

Pursuant to Sections 102 (1) and 110 of the Companies Act, 2013 (the "Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned under Resolution 1 of the accompanying Notice along with the disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standards on General Meetings:

Item No. 1

Re-Appointment of Mr. Parthiv T. Kilachand (DIN 00005516) as a Managing Director for a period of 3 years w.e.f 1st April 2026.

Mr. P. T. Kilachand was appointed as an Additional Director with effect from 3rd December, 1996 and as a Whole-time Director from time to time. He was then appointed as Managing Director with effect from 27th July, 2012 and re-appointed several times since then. In accordance with the conditions specified in Schedule V of the Act, the Board at its meeting held on 9th February, 2026, re-appointed Mr. P. T. Kilachand as Managing Director for a period of 3 years from 1st April, 2026, superseding the earlier resolution passed by the Company in this connection. This re-appointment is subject to the approval of the members through this Postal Ballot.

The main terms of re-appointment of Mr. P. T. Kilachand as Managing Director is placed before the meeting, are as follows:

I. SALARY:

- (A) In any financial year, if the Company has sufficient Net Profit (calculated as per section 198 of the Act):

Salary of any amount upto 5% of the Net Profit of the Company as may be decided by the Board based on performance of the Company, inclusive for each financial year or part thereof computed in the manner as laid down under section 198 of the Companies Act, 2013;

OR

- (B) In case, the Company has no profits or its profits are inadequate:

Salary upto Rs. 12,50,000/- per month or Rs. 1,50,00,000/- per annum (or any higher limit as may be revised from time to time under the Act) as may be decided by the Board inclusive of the following Perquisites as Minimum Remuneration as per Schedule V.

II. PERQUISITES:

Mr. P. T. Kilachand shall be entitled to House Rent Allowance not exceeding 60% of the salary, cost of repairs, maintenance of residential accommodation, society charges, gas, electricity, hospitalization, medical expenses for self and family, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car, including driver's salary, telephone, mobile, internet and other communication facilities at Managing Director's residence and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Mr. P. T. Kilachand, subject however to the limit of overall Minimum Remuneration as prescribed under Schedule V.

Mr. P. T. Kilachand shall further be eligible to the following perquisites also which shall not be included in the computation of the ceiling limit on remuneration by way of salary, perquisites, allowances etc., in the event of the Company having no profits or its profits are inadequate:

- i. The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent is not taxable under the Income Tax Act;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure.



Mr. P. T. Kilachand shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

The above remuneration in terms of Salary and perquisites payable to him is subject to the limits of 5% and 10% of the Net Profits of the Company, as the case may be as laid down in Section 197 of the Companies Act, 2013 and the overall limit of 11% on the Net Profits of the Company as laid down in Section 197 of the said Act.

The valuation of perquisites will be as per the Income Tax Rules, 1962, in cases where the same is otherwise not possible to be valued.

In the event of having any loss, absence or inadequacy of profits in any financial year, during the terms of office of Mr. P. T. Kilachand the remuneration payable to him by way of salary, allowances and perquisites shall not exceed the limits prescribed under the Companies Act, 2013, read with Schedule V or any amendment, modification, variation or re-enactment thereof."

Additional information, pursuant to Regulation 36(3)(a) of the LODR Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the directors seeking appointment / reappointment at the General Meeting are provided on page 11.

This may be treated as an abstract of the terms and conditions, governing the appointment and remuneration of the Managing Director, pursuant to Section 109 of the Companies Act, 2013. A Statement as required under section II, Part II of the Schedule V to the Companies Act, 2013 with reference to Resolution No. 1 is annexed hereto and marked as **Annexure A**.

The Company has received the following documents from him:

1. Consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
2. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164(1) and (2) of the Act.
3. Form MBP-1 for disclosure of interest in other entities pursuant to Section 184 of the Act.
4. Confirmation that he is not debarred from holding the office of a Director by virtue of any Order passed by the SEBI or any other such authority.

The remuneration is approved by the Nomination and Remuneration Committee at its meeting held on 9th February, 2026.

The Board of Directors recommends the resolution for approval of the members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, except Mr. T. R. Kilachand, Mr. N. T. Kilachand and Mr. P. T. Kilachand are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except to the extent of their Shareholding, if any, in the Company.

By Order of the Board of Directors

DEEPALI V. CHAUHAN

Company Secretary & Compliance Officer
ACS No. 38273

Registered Office:

7, Jamshedji Tata Road,
Churchgate Reclamation,
Mumbai – 400 020.
CIN : L24100MH1955PLC009663
Tel : 022 22820048
Email Id : polychemltd@kilachand.com
Website : www.polychemltd.com

Mumbai, 9th February, 2026



As required in terms of regulation 36(3) of SEBI (LODR) Regulations 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), the details of the Director who is proposed to appoint /re-appoint furnished below:

Name of Director	Mr. Parthiv T. Kilachand (Item No. 1)
Director Identification Number	00005516
Age	59 years
Date of First appointment on the Board	03.12.1996
Qualification	Sc.B."Electrical Engineering " & B.A."Engineering & Economics" from Brown University, U.S.A.
Expertise	Project Officer in Polychem Limited from 1st November, 1988, then as Project Executive from 1st October, 1990 and as Executive Assistant to the Managing Director from 2nd July, 1993. He has been actively involved and looking after all aspects of various activities of the Company. He was appointed as a Director from December 1996 to 31st March, 1997. From 1st April, 1997 he was appointed as a Whole-time Director. His designation has been changed from Whole-time Director to Managing Director with effect from 27th July, 2012 since then he was re-appointed several times.
Fulfillment of Skills and Capabilities for Role	Complied with the requirements
Terms and Conditions of Appointment / Re-appointment	As mentioned in explanatory statement
Details of remuneration last drawn (FY 2024-25)	Rs 57.55/- Lakhs excluding superannuation fund and provident fund
Details of remuneration sought to be paid	As mentioned in explanatory statement of item 1 of this notice
Other Directorship and Committee Membership as on 31 st March, 2025 in listed entity	Directorship: Gujarat Poly Electronics Limited Committee Membership / Chairmanship: 1.Nomination Remuneration Committee - Member 2. Stakeholder Relationship Committee - Chairman
Listed entities from which the Director has resigned from directorship in last three (3) years:	None
No. of Board Meetings attended during FY 2024-25	5
No. of Equity Shares held	34,127
Relationship with other Directors	Mr. Tanil R. Kilachand, Chairman of the Company is the father and Mr. Nandish T. Kilachand, Director of the Company is the brother of Mr Parthiv T. Kilachand

By Order of the Board of Directors

DEEPALI V. CHAUHAN

Company Secretary & Compliance Officer
ACS No. 38273

Registered Office:

7, Jamshedji Tata Road,
Churchgate Reclamation,
Mumbai – 400 020.
CIN : L24100MH1955PLC009663
Tel : 022 22820048
Email Id : polychemltd@kilachand.com
Website : www.polychemltd.com

Mumbai, 9th February, 2026



Annexure A

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Resolution No. 1 are as follows:

I. General Information:

(1) **Nature of Industry :** Manufacturers of Specialty Chemicals & Property Development

(2) **Date or expected date of commencement of Commercial production :**

Existing Company already commenced commercial production since 1956.

(3) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Existing Company, Not applicable

(4) **Financial Performance based on given Indicators:**

(Rs in lakhs)

Sr. No	Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024	For the year ended 31.03.2023
1.	Sales Turnover	2,381.43	3,686.79	3,521.88
2.	Profit/(Loss) before Tax	394.16	770.80	460.06
3.	Current Tax	65.76	171.67	89.60
4.	Deferred Tax	(8.36)	(4.57)	(1.68)
5.	Profit after Tax	336.76	603.70	372.14

(5) **Foreign Investments or Collaborations, if any: NIL.**

II. Information about the Appointees

(1) **Background details :**

Mr. P. T. Kilachand (DIN 00005516) is a Bachelor of Science in “Electrical Engineering” and B.A. “Engineering & Economics” from Brown University. He has been associated with the Company since 1988 under various designation and has vast experience in Marketing and Management.

(2) **Past Remuneration :**

Mr. P. T. Kilachand has been paid Rs 57.55 lakhs excluding superannuation fund and provident fund for the year ended 31st March, 2025.

(3) **Recognition or awards :**

None

(4) **Job profile and suitability :**

Mr. P. T. Kilachand started as a project officer in the Company in November 1988, Thereafter, he has been actively involved and looking after all aspects of the various activities of the Company since April 1997 under the designation of Director. He has wide experience in Management, Marketing and Negotiation with varied authorities.

(5) **Remuneration Proposed :**

As stated in the Resolution proposed in the notice at Item No. 1 .

(6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :**

The Remuneration proposed for Mr. P. T. Kilachand is similar to that drawn by the peers in the similar capacity in the similar industry.



(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

Mr. P. T. Kilachand is a Managing Director and Promoter of the Company, holding directly and indirectly through promoter and promoter group, 2,10,469 Equity shares of Rs 10/- each which constitute 52.09% of the paid up capital of the Company as on 31st March, 2025. Mr. T. R. Kilachand, Chairman and Promoter of the Company, is father of Mr. P. T. Kilachand. Mr. N. T. Kilachand, Non-Executive Director and Promoter of the Company, is brother of Mr. P.T. Kilachand. Other than these and remuneration paid to him, there is no pecuniary relationship of Mr. P. T. Kilachand, directly or indirectly with company or with its managerial personnel.

III. Other Information:

(1) Reasons of loss or inadequacy profits:

N.A

(2) Steps taken or proposed to be taken for improvement:

N.A

(3) Expected Increase in productivity and profits in measurable terms:

N.A

By Order of the Board of Directors

DEEPALI V. CHAUHAN

Company Secretary & Compliance Officer

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