

Notice

NOTICE is hereby given that the Forty Fifth Annual General Meeting of the Members of NGL Fine-Chem Limited will be held on Tuesday, August 25, 2026 at 11:00 a.m. through Video Conferencing or Other Audio Visual Means, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended March 31, 2026 and the Reports of the Directors and the Auditors thereon.
2. To declare Final Dividend on Equity Shares for the financial year ended March 31, 2026.
3. To appoint Mr. Rajesh Lawande, Director (DIN: 00327301), who retires by rotation & being eligible offers himself for re-appointment as Director.

SPECIAL BUSINESS

4. To re-appoint Mr. Rajesh Lawande (DIN 00327301), as a Whole-Time Director 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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, Regulation 17(6) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded, to re-appoint Mr. Rajesh Lawande (DIN: 00327301) as Whole-Time Director designated as Executive Director of the Company for a further period of five (5) consecutive years with effect from June 1, 2026 to May 31, 2031, liable to retire by rotation, upon the terms and conditions as set out in the explanatory statement annexed hereto and payment of consolidated remuneration not exceeding ₹ 4,00,00,000/- (Rupees Four Crore Only) per annum, notwithstanding that the remuneration may exceed the limits specified under Section 197 of the Companies Act, 2013, in the event of loss or inadequacy of profits in any financial year during the period of 3 consecutive years from June 1, 2026 to May 31, 2029, in accordance with Schedule V to the Companies Act, 2013, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to alter and vary terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Mr. Rajesh Lawande, within the aforementioned overall ceiling.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing necessary e-forms with the Registrar of Companies and obtaining statutory approvals, as may be required."

5. To re-appoint Mrs. Sarala Menon (DIN: 09433901) as an Independent Director 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 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Sarala Menon (DIN: 09433901), who was appointed as an Independent Director of the Company by the members for first term of 5 consecutive years commencing from December 14, 2021 and who holds office of Independent Director up to December 13, 2026, who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment as an Independent Director for the second term, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five (5) consecutive years commencing from December 14, 2026 till December 13, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To ratify remuneration payable to the Cost Auditor.

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

"RESOLVED THAT in accordance with the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of Cost Records for the financial year 2026-27, at ₹ 1,75,000/- (Rupees

One Lakh Seventy-Five Thousand only) p.a. plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary, be and is hereby authorized to do all such acts, deeds and things as may be necessary in their absolute discretion to give effect to this resolution."

By Order of the Board of Directors
For **NGL Fine-Chem Limited**

Registered Office:

301, E Square, Subhash Road, Vile Parle (East),
Mumbai 400057

Date: May 21, 2026

Shivam Gharat
Company Secretary & Compliance Officer
M. No.: A56704

Notes:

- 1) The Ministry of Corporate Affairs ("MCA") has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, 09/2024, the latest being 03/2025 dated 22nd September, 2025 and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as "the Circulars"), have permitted holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 45th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 45th AGM shall be the Registered Office of the Company.
- 2) In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 45th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/Power of Attorney/Authority Letter, etc., for participation in the 45th AGM through VC/OAVM facility and e-Voting during the 45th AGM and since the AGM is being held through VC/OAVM facility, the Route Map is not annexed in this Notice.
- 3) Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
- 4) Details of the Director seeking re-appointment under Item No. 3, 4 and 5 of this Notice is annexed hereto.
- 5) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 6) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and various MCA Circulars, the Company is pleased to provide its Members with the e-voting facility to exercise their right to vote on the proposed resolutions electronically. For this purpose, the Company has appointed Mr. Hemant Shetye, Practicing Company Secretary, having Membership No. FCS-2827 & Certificate of Practice No. 1483, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 7) The Company has engaged Purva Sharegistry (India) Private Limited ("Purva") as the agency to provide the e-voting facility and the instructions for e-voting are provided as part of this Notice.
- 8) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Tuesday, August 18, 2026.
- 9) Members whose shareholding is in the electronic mode are requested to intimate any change of address and updating of Saving Bank Account details to their respective Depository Participants. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time, in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Members holding shares in physical form who wish to avail NACH facility, may submit their bank details, viz. Name of the Bank and Branch, their account type and Bank Account No. with MICR No. and IFSC Code along with the copy of cancelled cheque to the RTA at

Purva Sharegistry (India) Private Limited
 Shiv Shakti Industrial Estates,
 Unit No. 9, 7-B J. R. Boricha Marg,
 Sitaram Mills Compound,
 Mumbai 400011.
 Tel: 31998810/49614132
 Email: support@purvashare.com
- 10) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition and relodged transfer of securities. Further SEBI vide Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated to physical shares and for ease of portfolio management. Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company or the Company's Registrar and Transfer Agent for assistance in this regard.

- 11) Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the company to consolidate their holdings in one folio.
- 12) Members may note that the Board of Directors in their meeting held on May 21, 2026 has recommended a final dividend of ₹ 1.75 per equity share of ₹ 5/-. The record date for the purpose of final dividend for financial year 2025-26 will be August 18, 2026. The final dividend once approved by the Members in the ensuing AGM will be paid on or after August 31, 2026, electronically through various online transfer modes to those members who have updated their bank details. To avoid any delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
- 13) Members may note that the Income Tax Act, 2025 ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by the Company after 1st April, 2020 shall be taxable in the hands of Members. Accordingly, the Company shall deduct tax at source ("TDS") from the dividend payable to Members at the applicable rates prescribed under the IT Act.

The members are requested to update their PAN with the DP (if shares held in electronic form) and Company/RTA (if shares held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121 (Earlier 15G/15H), to avail the benefit of non-deduction of tax at source by e-mail to support@purvashare.com on or before August 18, 2026. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form. 41 (earlier Form 10F), any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents by e-mail to support@purvashare.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before August 18, 2026.
- 14) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Wednesday, August 19, 2026 to Tuesday, August 25, 2026 (both days inclusive).
- 15) In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their e-mail id with the Company or with the Registrar and Transfer Agent (RTA).
- 16) Members are requested to intimate changes, if any pertaining to their name, postal address, email address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc. to their DPs if the shares are held in electronic Form and to RTA if the shares are held in physical form.
- 17) An electronic copy of the Annual Report along with Notice of the 45th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members by email and physical copy of the same will not be made available to the Members of the Company in line with the Circulars. Members may also note that the electronic copy of Annual Report along with Notice of the 45th Annual General Meeting for financial year 2025-26 will also be available on the Company's website <https://www.nglfinechem.com/investors/annual-reports/> for their download. The aforesaid documents can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd, and on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com/>.
- 18) Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 19) Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions.

SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no. SEBI/HO/MIRSSD_RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to Purva Sharegistry for registration against their respective folio(s):
 - **Identity Proof:** Copy of PAN Card/Aadhar Card
 - **Address Proof:** Copy of Aadhar Card/Passport/Client Master List/Utility Bill not over 3 months old
 - **Bank Details:** Copy of the cancelled cheque stating the name of the Member as account holder

- **Contact Details:** Mobile no., email ID
- **Nomination:** Please provide Form SH13 duly filled and signed to Purva Share registry (India) Private Limited

In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/dividend payment as per the direction under the aforesaid Circular.

The Form ISR1, ISR2, Nomination forms are available on the website of Purva Share registry (India) Private Limited at following link <https://www.purvashare.com/investor-corner/investor-resources>

Members are requested to send all communications relating to shares, unclaimed dividend, change of address etc. to the Registrar and Share Transfer Agents at the following address:

Purva Share registry (India) Private Limited

Shiv Shakti Industrial Estates, Unit No. 9,
7-B J. R. Boricha Marg,
Sitaram Mills Compound,
Mumbai 400011.
Tel: 31998810/49614132
Email: support@purvashare.com

- 20) If the shares are held in electronic form, then change of address and change in the Bank Account etc. should be furnished to their respective Depository Participants.
- 21) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for inspection in electronic form without any fee by the Members seeking to inspect such documents can send an email to cs@nglfinechem.com
- 22) Instructions for Shareholders to remote E-voting and Joining Virtual Meeting are as under:

Purva e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,

2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Share registry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by Purva.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.nglfinechem.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com/>.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Saturday, August 22, 2026 at 9:00 A.M. (IST) and ends on Monday, August 24, 2026 at 5:00 P.M. (IST). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Tuesday, August 18, 2026, may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	- Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. - After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below: (Contd.)

Type of shareholders	Login Method
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play   5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 3) Now enter your User ID
 - a. **For CDSL:** 16 digits beneficiary ID,
 - b. **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	• If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVENT NO. for the relevant NGL Fine-Chem Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians/Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@nglfinechem.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **on or before Monday, August 17, 2026 up to 5:00 p.m. (IST)** mentioning their name, demat account number/folio number, email id, mobile number at cs@nlgfinechem.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance cs@nlgfinechem.com **on or before Monday, August 17, 2026 up to 5:00 p.m. (IST)** mentioning their name, demat account number/folio number, email id, mobile number at cs@nlgfinechem.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

Annexure to the Notice

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

ITEM NO. 4:

The Board of Directors of the Company, at its meeting held on May 21, 2026, based on the recommendation of the Nomination and Remuneration Committee (NRC), approved the re-appointment of Mr. Rajesh Lawande (DIN: 00327301) as Whole-Time Director, designated as Executive Director of the Company, for a further period of five (5) consecutive years with effect from June 1, 2026, to May 31, 2031, liable to retire by rotation.

Taking into consideration his extensive experience, leadership role, and prevailing industry benchmarks, the Board also

approved the payment of a consolidated remuneration not exceeding ₹ 4,00,00,000/- (Rupees Four Crore Only) per annum.

While the Company anticipates robust profitability, out of abundant caution and to comply with the provisions of Section 197 read with Schedule V to the Companies Act, 2013, approval is being sought from the members by way of a Special Resolution to pay the aforementioned remuneration as a minimum remuneration in the event of loss or inadequacy of profits in any financial year during a period of 3 consecutive years from June 1, 2026, to May 31, 2029.

Major Terms Of Remuneration Of Mr. Rajesh Lawande, Whole-Time Director:

Terms & Conditions:

I) General Information

1.	Nature of Industry	Pharmaceuticals (manufacturing)
2.	Date of commencement of commercial production	18-12-1981 (Date of Incorporation)
3.	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	Please refer to the financial results in Annual Report
5.	Foreign investments or collaborations, if any	NIL

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

II) Information about the Appointee

1.	Background details	Mr. Rajesh Lawande has more than 2 decades of experience in the overall operations of Company. Under his leadership, Company has made a strong presence in the Pharmaceutical Sector today. He is adept to the new technological changes taking place in the Industry all over the world.
2.	Past Remuneration	₹ 1,20,21,600/- p.a. plus 2.5% commission p.a.
3.	Recognition or awards	The Company has received various awards and recognition during his Tenure.
4.	Job Profile and his suitability	2 decades of experience in the overall operations of Company. He is responsible to procure the inputs for the company. He is also responsible for structural development of the company and R & D department.
5.	Remuneration proposed	As set out in the resolution for item no. 4 of the Notice.
6.	Comparative remuneration profile with respect to industry, size of company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mrs. Ajita Nachane, Non-Executive Non-Independent Director is sister of Mr. Rajesh Lawande.
8.	Reasons for losses/inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.

II) Information about the Appointee (Contd.)

9.	Steps taken or proposed to be taken for Improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and sales maximization.
10.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.
Disclosures		Nil

Except Mr. Rajesh Lawande, who holding 13,52,366 equity shares and Mrs. Ajita Nachane his relative (sister), no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5:

Mrs. Sarala Menon (DIN: 09433901) was appointed as an Independent Director of the Company by the members for a first term of 5 (five) consecutive years commencing from December 14, 2021, and she holds office as an Independent Director up to December 13, 2026.

In terms of Section 149(10) of the Companies Act, 2013 ("Act"), an Independent Director is eligible for re-appointment for a second term of up to five consecutive years on the passing of a Special Resolution by the Company.

Accordingly, based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 21, 2026 has approved and recommended the re-appointment of Mrs. Sarala Menon as an Independent Director on the Board of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from December 14, 2026, to December 13, 2031, subject to the approval of members at this Annual General Meeting (AGM).

The Company has received a declaration of independence from Mrs. Sarala Menon confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, she has further confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence.

Furthermore, Mrs. Sarala Menon is not disqualified from being appointed as a Director under Section 164 of the Act, nor has she been debarred from holding the office of a director by any order of the Securities and Exchange Board of India (SEBI) or any other statutory authority.

Given her background, skills, and valuable contributions during her first tenure, the Board is of the opinion that Mrs. Sarala Menon fulfills the conditions specified in the Act and the Listing Regulations for her re-appointment as an Independent Director, and that she is independent of the management. Her continued association will be in the best interest of the Company.

Except Mrs. Sarala Menon and her relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for your approval.

ITEM NO. 6:

The Board of Directors of the Company ('the Board') at the meeting held on May 21, 2026 on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Sanghavi Randeria & Associates, Cost Accountants, (Firm Registration No. 00175) to conduct audit of Cost Records maintained by the Company in respect of the financial year 2026-27.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends passing of the Ordinary resolution set out in Item No. 6 for your approval.

Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under:

Name of the Director	Rajesh Narayan Lawande
Director Identification Number (DIN)	00327301
Date of Birth (Age)	16 th March, 1976 (50 years)
Date of first appointment on the Board	1 st June, 2015
Qualification	M.Sc. in Chemistry from IIT Bombay and PGDM in Management from IIM, Lucknow.
Experience and expertise in specific functional areas	Mr. Rajesh Lawande has been actively involved in operations of the Company since 2002. He has been actively involved in the operations of the Company and playing a vital role in shaping the Company's growth trajectory. His responsibilities include developing the Company's research and development activities, exploring new markets and clients and overseeing sales and manufacturing. With his extensive knowledge and strategic approach, Mr. Lawande is instrumental in driving innovation, expanding market presence and ensuring seamless coordination between different aspects of the Company's business.
Terms and conditions of appointment or reappointment	Re-appointed as a Whole-Time Director for a period of 5(five) years with effect from 01-06- 2026, liable to retire by rotation.
Remuneration sought to be paid (₹)	₹ 4,00,00,000/- p.a.
Remuneration Last Drawn (₹)	₹ 1,20,21,600/- p.a. plus 2.5% commission p.a.
Number of Meetings of Board attended during the year	4 out of 4 during F.Y. 2025-2026
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mrs. Ajita Nachane, Non-Executive Non-Independent Director is sister of Mr. Rajesh Lawande.
Shareholding in the Company as on March 31, 2026	13,52,366
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2026	Nupur Remedies Private Limited Vetfar Pharmaceuticals Private Limited Macrotech Polychem Private Limited
Listed entities from which the Director has resigned in the past three years	Not applicable
Memberships/Chairmanship of Board Committees of other companies as on March 31, 2026	NIL
Name of Director	Mrs. Sarala Menon
Director Identification Number (DIN)	09433901
Date of birth	13/02/1962
Age	64
Nationality	Indian
Qualifications	Chemical Engineering Degree from the National Institute of Technology in Warangal, and an MBA from the NMIMS in Mumbai.

Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under: (Contd.)

Date of first Appointment on the Board	December 14, 2021
Nature of her expertise in specific functional areas;	Mrs. Sarala Menon, having over 35 years of experience in Manufacturing and Supply Chain roles, with the main area of interest being industrial operations and management. She has Chemical Engineering Degree from the National Institute of Technology in Warangal, and an MBA from the NMIMS in Mumbai. Her strategic leadership and deep industry expertise were instrumental in driving operational excellence and nurturing a culture of continuous improvement. Her leadership in quality, safety, and customer service is a key asset to the Company.
Relationships between Directors inter-se	None
List of the directorships held in other listed companies	Nil
Number of Board Meetings attended during the year	4 out of 4
Chairperson/Member in the Committees of the Boards of companies in which he/she is Director in other listed companies	NIL
Number of Shares held in the Company as on March 31, 2026	10
Remuneration details	Not applicable.

By Order of the Board of Directors
For **NGL Fine-Chem Limited**

Registered Office:

301, E Square, Subhash Road, Vile Parle (East),
Mumbai 400057

Date: May 21, 2026

Shivam Gharat
Company Secretary & Compliance Officer
M. No.: A56704