

## NOTICE OF POSTAL BALLOT

Dear Member(s),

**Notice** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September 2025 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “the MCA Circulars”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the Securities and Exchange Board of India (“SEBI”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with all other applicable provisions under the said Regulations and the Circulars, Notifications and Rules issued thereunder by SEBI (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), to transact the special businesses as set out hereunder by passing Special Resolutions, by way of postal ballot, only by voting through electronic means (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 **Caprolactam Chemicals Limited** (“Company”)/Depositories/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 Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Notice.

The Notice will also be placed on the website of the Company at <https://www.caprolactam.co.in> and on the website of Purva Sharegistry (India) Private Limited at <https://evoting.purvashare.com>.

The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com).

The Board of Directors has appointed Mr. Rahul Gori as the Scrutinizer (“the Scrutinizers”) for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, and other applicable laws and regulations, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes forming part of this Notice to cast their vote electronically through the remote e-voting process which commences from Saturday, 28th February, 2026 at 10:00 a.m. (IST) and concludes on Sunday, 29th March, 2026 at 5:00 p.m. (IST). The remote e-voting will be disabled by Purva thereafter.

The Scrutinizer will submit the report to the Chairman of the Company, or the Company Secretary, authorised by the Chairman in writing, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced by the Chairman of the Company or by the Company Secretary, authorised by the Chairman in writing on 30th March 2026.

The said results along with the Scrutinizer's Report would be intimated to BSE where the Equity Shares of the Company are listed as per the regulatory requirements. The results will also be uploaded on the Company's website at <https://www.caprolactam.co.in> and on the website of Purva at <https://evoting.purvashare.com>.

**SPECIAL BUSINESS:**

**RESOLUTION: 1**

**APPROVAL OF MEMBERS FOR REVISION IN REMUNERATION OF THE CHIEF FINANCIAL OFFICER -CUM-  
WHOLE-TIME DIRECTOR - MR. SIDDHARTH SHANKARLAL BHANUSHALI**

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 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and in accordance with other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Siddharth Shankarlal Bhanushali (DIN: 01721586), Chief Financial Officer-cum-Whole-time Director of the Company, with effect from 1<sup>st</sup> April, 2026, on the following terms and conditions:

- Basic Salary: Rs. 2,00,000 per month
- Allowances & Perquisites: as per Company policy
- Variable Pay / Performance-linked Incentive: As approved by the Board/NRC, subject to applicable laws.
- Other Benefits: As applicable to senior management / Whole-time Directors of the Company.

**RESOLVED FURTHER THAT** the total remuneration payable to the said Director shall be in conformity with the limits prescribed under Section 197 of the Companies Act, 2013 and that in the event of no profits or inadequacy of profits, the remuneration shall be paid in accordance with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorised to vary, modify or revise the remuneration within the overall limits approved by the Members and as permitted under applicable laws, and to determine performance criteria, incentives and increments from time to time.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorised to file necessary returns, forms and disclosures with the Stock Exchanges, Registrar of Companies and other statutory authorities, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

## RESOLUTION: 2

### **APPROVAL OF MEMBERS FOR REVISION IN REMUNERATION OF THE MANAGING DIRECTOR – MS. ZAVER BHANUSHALI**

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 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (where applicable), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision in the remuneration/salary payable to Ms. Zaver Shankarlal Bhanushali (DIN: 00663374), Managing Director of the Company, with effect from 1st April, 2026, on the following terms and conditions:

- **Basic Salary:** Rs. 1,50,000 per month
- **Allowances & Perquisites:** as per Company policy
- **Performance-linked Incentive / Commission:** As may be determined by the Board and NRC from time to time
- **Other Benefits:** As applicable to senior management and Managing Director of the Company

**RESOLVED FURTHER THAT** the total remuneration payable to the Managing Director as revised shall be within the limits prescribed under Section 197 of the Companies Act, 2013 and, in case of absence or inadequacy of profits, shall be in accordance with the limits laid down under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorised to alter, vary or modify the terms of remuneration, including annual increments, incentives and performance criteria, within the overall limits approved by the Members and as permitted under applicable laws.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorised to file necessary forms and returns with the Registrar of Companies, make requisite disclosures to the Stock Exchanges (where applicable), and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

### RESOLUTION: 3

#### **APPROVAL OF SHAREHOLDERS FOR ENTERING INTO RELATED PARTY TRANSACTION WITH MS. SHITAL BHANUSHALI FOR LEASING OF PROPERTY**

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

“**RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) where ever applicable and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Ms. Shital Bhanushali , a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for leasing of property situated at 11th Room Number, Vaishali Apartment, 353/2B, R. B. Mehta Marg, Ghatkopar (E) Mumbai, on following terms and conditions, provided that the said contract(s)/ arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company:

**Description of property:** 339 sq feet carpet, 11th Room Number, Vaishali Apartment, 353/2B, R. B. Mehta Marg, Ghatkopar (E) Mumbai

The Company proposes to lease a fully furnished office premises admeasuring 339 sq. meters, having seating capacity for approximately 10 personnel, suitable for administrative and back-office operations. The premises, situated in a Co-operative Housing Society building at 11th Room Number, Vaishali Apartment, 353/2B, R. B. Mehta Marg, Ghatkopar (E) Mumbai[an2] , are equipped with essential office infrastructure and offer convenient connectivity for business operations.

**Purpose of use:** Office Use

**Monthly rent / consideration:** Rs. 65,000 per month (exclusive of taxes) (Rent effective from 1<sup>st</sup> April, 2026)

**Security deposit:** NIL, if any

**Tenure:** 36 months

**Escalation:** 10% increase in the rent after every12 months

**Other terms:** As per the draft lease/rent agreement.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**RESOLUTION: 4**

**APPROVAL OF SHAREHOLDERS FOR REVISION IN CONSULTANCY FEES PAYABLE BY THE COMPANY TO RELATED PARTY - MR. SHANKAR BHANUSHALI**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary 1Resolution:

“**RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) where ever applicable and the Company’s policy on Related Party transaction(s), consent of the Members of the Company be and is hereby accorded to approve the **revision in consultancy fees** payable by the Company to Mr. Shankar Bhanushali, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for rendering consultancy services( Liaising Work) on the following revised terms and conditions:

**Nature of services:** Provision of liaisoning and consultancy services for process Plant purpose.

**Existing consultancy fee: Rs. 50,000 per month**

**Revised consultancy fee: Rs. 80,000 per month**

**Effective date of revision: 1<sup>st</sup> April, 2026**

**Tenure: 36 Months**

**Other terms:** As per the consultancy agreement placed before the Members

**RESOLVED FURTHER THAT** the Members hereby confirm that the aforesaid Related Party Transaction is in the ordinary course of business and on an arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to enter into, amend, execute and sign the revised consultancy agreement and such other documents as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the interested related party member(s), if any, shall abstain from voting on this resolution in compliance with the provisions of the Companies Act, 2013.”

By Order of the Board of Directors



Ms. Zaver S. Bhanushali  
Managing Director  
DIN: 00663374

Mahad, FEB 20, 2026

**Registered office:**

B-31 MIDC, Industrial Area, Mahad Raigarh,

Maharashtra - 402302

CIN: L24110MH1988PLC049683

Tel: +91 9869234017, E-mail: [caprolactam@gmail.com](mailto:caprolactam@gmail.com), Website: [www.caprolactam.co.in](http://www.caprolactam.co.in)

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with Rules, along with details in terms of Regulation 36(3) of the SEBI (LODR) each as amended, setting out the material facts and necessary disclosures pertaining to the aforesaid Resolutions is annexed hereto and forms part of the Notice.
2. In compliance with the MCA Circulars and Rules made thereunder, this Notice is being sent electronically only to the Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail addresses are registered and are available with the Company/the Company's Registrar and Transfer Agents /Depositories as on **Friday, 20th February, 2026** ("Cut-Off date"). In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelop will not be sent to the Members for this Postal Ballot. The voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the Cut-Off date. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
3. A copy of this Notice is also available on the website of the Company at [www.caprolactam.co.in](http://www.caprolactam.co.in), the relevant section of the websites of the stock exchanges viz. BSE: [www.bseindia.com](http://www.bseindia.com), where the equity shares of the Company are listed and on the website of Purva: <https://evoting.purvashare.com>.
4. In accordance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system.
5. The Notice is being sent to all the Members, whose names appear in the Registrar of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on February 20th, 2026 (being cut off date) and Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date.
6. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e.- March 29, 2026.
7. Necessary arrangements have been made by the Company with Purva Sharegistry (India) Private Limited to facilitate E-voting. The detailed procedure with respect to E-voting is mentioned later in the Notice.
8. The Company has appointed Mr. Rahul Shivji Gori, as the Scrutinizer for scrutinizing the E-voting process to ensure that the process is carried out in a fair and transparent manner.
9. The voting commences on 10:00 a.m. (IST) on February 28<sup>th</sup>, 2026 and ends on 05:00 p.m. (IST) on March 29<sup>th</sup>, 2026. Please note that E-voting will be disabled for voting after the said date and time.
10. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
11. The voting on items included in the Notice cannot be exercised through proxy.
12. All the material documents referred to in the explanatory statement are available for inspection. Kindly email on [caprolactam@gmail.com](mailto:caprolactam@gmail.com) to get soft copies of the same.

## INSTRUCTIONS FOR VOTING

### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 28th February, 2026 and at 10:00 a.m. (IST) and ends on 29th March, 2026 and at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th February, 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. 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.


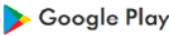


In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) 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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-</li> </ol>

	<p>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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <p>5) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) 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 EVENT Number followed by Folio Number registered with the company. For example if folio number is 001\*\*\* and EVENT is 8 then user ID is 8001\*\*\*
  - 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://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). <ul style="list-style-type: none"> <li>● 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.</li> </ul>
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)	<ul style="list-style-type: none"> <li>● 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).</li> </ul>

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant Company that is Caprolactam Chemicals Limited on which you choose to vote.<sup>227</sup>
- (v) 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.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) 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](mailto: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; [caprolactam@gmail.com](mailto:caprolactam@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**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](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-35220056.

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](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

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

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

### ITEM NO. 1

#### **APPROVAL OF MEMBERS FOR REVISION IN REMUNERATION OF THE CHIEF FINANCIAL OFFICER -CUM-WHOLE-TIME DIRECTOR - MR. SIDDHARTH SHANKARLAL BHANUSHALI**

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and considering the increased responsibilities, performance, industry benchmarks, and the Company's growth trajectory, the Board of Directors, at its meeting held on February 13<sup>th</sup>, 2026 approved a proposal for revision in the remuneration of Mr. Siddharth Shankarlal Bhanushali subject to the approval of the Members.

The revised remuneration structure has been framed in accordance with:

- Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013; and

Key terms of revised remuneration

- Basic Salary: Rs. 2,00,000 per month
- Allowances & Perquisites: as per Company policy
- Variable Pay / Performance-linked Incentive: As may be approved by the NRC/Board, based on performance parameters
- Other Benefits: As applicable to senior management / Whole-time Directors of the Company

The total remuneration shall always remain within the limits prescribed under Section 197 of the Companies Act, 2013. In the event of absence or inadequacy of profits, the remuneration shall be paid in accordance with Schedule V of the Companies Act, 2013.

The Board is of the opinion that the proposed revision in remuneration is fair, reasonable and commensurate with the duties and responsibilities discharged by the said Director and is in the best interest of the Company.

Accordingly, the approval of the Members is sought by way of a Special Resolution.

Disclosure pursuant to Section 102 of the Companies Act, 2013:

- Mr. Siddharth Shankarlal Bhanushali, CFO-cum-Whole-time Director and Ms. Zaver Bhanushali, Managing Director, Shital S. Bhanushali, Promoter and (Spouse's of Mr. Siddharth Shankarlal Bhanushali) & Mr. Shankarlal Gopalji Bhanushali Promoter and (Father of Mr. Siddharth Shankarlal Bhanushali) is deemed to be interested in the resolution to the extent of their respective shareholding in the Company.
- None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.
- The interested related party member(s) shall abstain from voting on the resolution, in accordance with the provisions of the Companies Act, 2013.

The Board recommends the passing of the resolution as set out in the accompanying Notice.

## ITEM NO. 2

### **APPROVAL OF MEMBERS FOR REVISION IN REMUNERATION OF THE MANAGING DIRECTOR – MS. ZAVER BHANUSHALI**

Considering the performance of the Managing Director, increased responsibilities, prevailing industry remuneration benchmarks, and the growth and future prospects of the Company, the Nomination and Remuneration Committee, at its meeting held on February 13<sup>th</sup>, 2026, recommended revision in the remuneration of the Managing Director. The Board of Directors, at its meeting held on February 13<sup>th</sup>, 2026, approved the said revision, subject to the approval of the Members.

The proposed revision in remuneration is in accordance with the provisions of Sections 196, 197 and 198, read with Schedule V of the Companies Act, 2013, and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief particulars of the revised remuneration

- Basic Salary: ₹ 1,50,000 per month
- Allowances & Perquisites: as per Company policy
- Performance-linked Incentive / Commission: As may be approved by the Board/Nomination and Remuneration Committee, based on performance evaluation
- Other Benefits: As applicable to senior management / Managing Director of the Company

The total remuneration payable to the Managing Director shall at all times be subject to the limits prescribed under Section 197 of the Companies Act, 2013 and the applicable provisions of SEBI (LODR) Regulations, 2015. In the event of absence or inadequacy of profits, the remuneration shall be paid in accordance with Schedule V of the Companies Act, 2013.

The Board is of the opinion that the proposed revision in remuneration is reasonable, competitive and commensurate with the responsibilities shouldered by the Managing Director and is in the best interest of the Company and its shareholders.

Accordingly, the approval of the Members is sought by way of a Special Resolution.

Interest of Directors and KMP

- Mr. Siddharth Shankarlal Bhanushali, CFO-cum-Whole-time Director and Ms. Zaver Bhanushali, Managing Director, Shital S. Bhanushali, (Spouse's of Mr. Siddharth Shankarlal Bhanushali) & Mr. Shankarlal Gopalji Bhanushali (Spouse's of Ms. Zaver Bhanushali) is concerned or interested in the resolution to the extent of their respective shareholding in the Company.
- None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.
- The interested related party member(s) shall abstain from voting on the resolution, in accordance with the provisions of the Companies Act, 2013.

The Board recommends the passing of the Special Resolution as set out in the accompanying Notice.

### ITEM NO. 3

#### **APPROVAL OF SHAREHOLDERS FOR ENTERING INTO RELATED PARTY TRANSACTION WITH MS. SHITAL BHANUSHALI FOR LEASING OF PROPERTY**

The Members are informed that the Company proposes to enter into a rent/lease arrangement with Ms. Shital Bhanushali, being a Spouse's of Mr. Siddharth Shankarlal Bhanushali – Whole time director /CFO of the Company, for taking on rent the immovable property owned by the said related party for use by the Company.

The premises are proposed to be used for office and are considered suitable for the operational requirements of the Company. The terms of the proposed rent arrangement, including the rent payable, tenure and other commercial terms, have been negotiated on an arm's length basis and are comparable with prevailing market rates.

Since the proposed transaction constitutes a Related Party Transaction within the meaning of Section 188(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company is required.

The Board of Directors, at its meeting held on February 13<sup>th</sup>, 2026, has approved the proposal, subject to the approval of the Members.

#### **Disclosure as required under Section 102 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:**

1. **Name of the Related Party:** Ms. Shital Bhanushali
2. **Nature of Relationship:** Spouse's of Mr. Siddharth Shankarlal Bhanushali CFO and Whole Time Director of the Company
3. **Nature, duration and material terms of the transaction:**  
Taking on rent the immovable property situated at 11th Room Number, Vaishali Apartment, 353/2B, R. B. Mehta Marg, Ghatkopar (E)] for Office Use, for a period of 36 Months, on the terms and conditions as set out in the draft rent/lease agreement placed before the Members.
4. **Monetary value of the transaction:**
  - o Monthly rent: Rs. 65,000/- per month
  - o Security deposit (if any): NIL
  - o Aggregate value during the financial year: Rs. 780000/-
5. **Manner of determining pricing and commercial terms:**  
The rent payable has been determined after considering location, area, prevailing market rent of similar properties and is considered to be at arm's length.
6. **Whether the transaction is in the ordinary course of business:**  
Yes, the transaction is in the ordinary course of business of the Company.
7. **Any advance paid or received:**  
Nil
8. **Any other relevant information:**  
The Board is of the opinion that the proposed transaction is in the best interest of the Company and will facilitate efficient conduct of business operations.

None of the Directors or Key Managerial Personnel of the Company, except Mr. Siddharth Shankarlal Bhanushali, CFO-cum-Whole-time Director and Ms. Zaver Bhanushali, Managing Director and their relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The interested related party member(s) shall abstain from voting on the resolution, in accordance with the provisions of the Companies Act, 2013.

The Board recommends the resolution for approval of the Members as an Ordinary Resolution.

#### ITEM NO. 4

#### **APPROVAL OF SHAREHOLDERS FOR REVISION IN CONSULTANCY FEES PAYABLE BY THE COMPANY TO RELATED PARTY - MR. SHANKAR BHANUSHALI**

The Members are informed that the Company has entered into a consultancy arrangement with Mr. Shankar Bhanushali, being a Spouses of Ms. Zaver Bhanushali **the managing Director of the Company**, for providing liaisoning and consultancy services to the Company.

Considering the increased scope of work, enhanced responsibilities, and prevailing market rates for similar services, the Board of Directors, at its meeting held on February 13th, 2026, has approved, subject to the approval of the Members, the revision in consultancy fees payable to the said related party.

Since the proposed revision in consultancy fees constitutes a Related Party Transaction within the meaning of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company is required.

The particulars of the transaction as required under Section 102 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

1. **Name of the related party:** Mr. Shankar Bhanushali
2. **Nature of relationship:** Spouses of Ms. Zaver Bhanushali Managing Director of the Company.
3. **Nature, duration and material terms of the transaction:**  
Provision of liaisoning and consultancy services for process Plant purpose.  
The consultancy arrangement shall be for a period of 36 months, on the terms and conditions as per the revised consultancy agreement.
4. **Monetary value of the transaction:**
  - o Existing consultancy fee: Rs. 50,000 per month
  - o Revised consultancy fee: Rs. 80,000 per month
5. **Any advance paid or received:**  
Nil
6. **Manner of determining pricing and commercial terms:**  
The revised consultancy fee has been determined based on the nature and extent of services rendered, industry benchmarks, and is considered to be **at arm's length**.
7. **Whether the transaction is in the ordinary course of business:**  
Yes, the transaction is in the ordinary course of business of the Company.
8. **Any other relevant information:**  
The Board is of the opinion that the proposed revision in consultancy fees is in the best interest of the Company and recommends the resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company, except Mr. Siddharth Shankarlal Bhanushali, CFO-cum-Whole-time Director and Ms. Zaver Bhanushali, Managing Director and their relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The interested related party member(s), if any, shall not vote on the resolution in accordance with the provisions of the Companies Act, 2013.

The Board recommends the resolution for approval of the Members as an Ordinary Resolution.

Date: 20 FEB, 2026

Place: Mahad

**By Order of the Board  
For Caprolactam Chemicals Limited**



**Ms. Zaver S. Bhanushali  
Managing Director  
DIN: 00663374**