

शंकरलाल रामपाल ड्राई-केम लिमिटेड

SHANKAR LAL RAMPAL DYE-CHEM LTD.
Regd. Office Address: S.G. 2730, SUWANA, BHILWARA-311011 (RAJ)
Corresponding Address: Near Kamal Ka Kuwa, Bhilwara 311001, Rajasthan
CIN:- L24114RJ2005PLC021340, GSTIN-08AAKCS4423Q1ZQ, 27AAKCS4423Q1ZQ
Phone: +91-1482-220062, Email: info@sr dyechem.com,
Website: www.srdyechem.com



15th April, 2026

Stock Code BSE: SRD

NSE: 542232

ISIN: INE01NE01012

BSE Limited,
Corporate Relationship Department,
2nd Floor, New Trading Wing, Rotunda
Building, P.J. Towers, Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot
No. C/1, G Block, Bandra –
Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir / Madam,

Sub: Notice of Postal Ballot for appointment of Mr. Sumit Jain (DIN: 11490160) as Independent Director of the Company.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of the Members of the Company for appointment of **Mr. Sumit Jain (DIN: 11490160)** as an Independent Director of the Company.

The Notice has been sent to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/Depository Participant(s) as on Friday, 10th April, 2026 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The e-voting period commences from 09:00 A.M. (IST) on Friday, April 17, 2026, and ends at 05:00 P.M. (IST) on Saturday, May 16, 2026.

Please take the above information on record.
Thanking You.

Yours faithfully,
For, Shankar Lal Rampal Dye Chem Limited

Aditi Babel

Whole Time Company Secretary & Compliance Officer

Membership No: F13506

Encl.: As above

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POSTAL BALLOT NOTICE

INFORMATION AT A GLANCE

Details and Type of the Resolutions	:	<u>Special Resolution</u> 1) Appointment of Mr. Sumit Jain (DIN: 11490160) as the Independent director of the Company, to hold office for a period of 5 (five) consecutive years i.e., from 9 th April, 2026 to 8 th April, 2031.
Cut-off date for sending the Notice to eligible shareholders	:	Friday, 10 th April, 2026
Cut-off date for determining eligibility for e-voting	:	
E-voting start date and time	:	Friday, April 17, 2026 at 09:00 A.M. (IST)
E-voting end date and time	:	Saturday, May 16, 2026 at 05:00 P.M. (IST)

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POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of **Sections 108 and 110** of the Companies Act, 2013, (the Act), read with **Rule 20 and Rule 22** of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time], the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to **Section 102** and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with **Regulation 44** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and pursuant to the provisions of **Sections 108 and 110** of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The e-voting period commences from 09:00 A.M. (IST) on Friday, April 17, 2026 and ends at 05:00 P.M. (IST) on Saturday, May 16, 2026.

At its meeting held on Thursday, 9th April, 2026, the Board appointed Mr. Nitin Mehta (Proprietor, N Mehta & Associates), a Practicing Company Secretary, having Membership no. 7025, COP – 12483, as the Scrutinizer who will be responsible for the fair and transparent conduct of the vote through the Postal Ballot voting process.

The Scrutinizer will submit his report to the Chairman of the Company (the Chairman), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.srdyechem.com and on the website of Cameo Corporate Services Ltd at www.cameoindia.com.

SPECIAL BUSINESSES:

1. Appointment of Mr. Sumit Jain (DIN: 11490160) as an Independent director of the Company:

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of **Mr. Sumit Jain (DIN: 11490160)**, who has been appointed as an Additional Director (Independent Director) of the Company by the Board of Directors with effect from 9th April, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing

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under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 9th April, 2026 to 8th April, 2031, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

NOTES:

GENERAL INSTRUCTIONS

1. The *Explanatory Statement* and reasons for the proposed Resolution pursuant to Section 102 of the Act setting out material facts are appended below.
2. In compliance with the relevant MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as maintained by the Registrar and Share Transfer Agent (RTA) and as received from the Depositories, viz. National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the cut-off date of Friday, 10th April, 2026 and whose e-mail IDs are registered with the Company / Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 8.
3. In accordance with the MCA Circulars, printed copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 10th April, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 10th April, 2026, being the cut-off date fixed for the purpose.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members for voting on the resolutions set forth in the Notice. For this purpose, the Company has availed the service of Cameo Corporate Services Ltd., Registrar and Share Transfer Agent (RTA) of the Company.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.srdyechem.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. cs@srdyechem.com; exclusively for the purpose of registering complaints by investors.
8. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from the Company between 11 A.M. to 5 P.M. on all working days excluding Saturdays, Sundays & holidays, till the last date of Voting. The same shall be provided upon request being sent on cs@srdyechem.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).

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10. In case of joint holder, only such joint holder who is higher in the order of names as on cutoff date will be entitled to vote.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
13. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
14. Those Members who are holding shares in share certificate form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to rdr@cameoindia.com from their registered email address:

Cameo Corporate Services Ltd., Subramanian Building, #1, Club House Road, Chennai 600002, Tamil Nadu.

DECLARATION OF RESULTS

15. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Monday, 18th May, 2026. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, 16th May, 2026 being the last date specified by the Company for e-voting. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the results to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - www.srdyechem.com and on the website of NSDL and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing.
16. The declared results along with the Report of the Scrutinizer shall be forwarded to BSE Limited and the National Stock Exchange of India Limited.

E-VOTING INSTRUCTIONS

The instructions for Members for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

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

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

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

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are 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.jsp4. 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 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-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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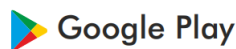
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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
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. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 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) 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below :

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

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

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

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

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail office@csnmehta.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

शंकरलाल रामपाल डाई-केम लिमिटेड

SHANKAR LAL RAMPAL DYE-CHEM LTD.
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Corresponding Address: Near Kamal Ka Kuwa, Bhilwara 311001, Rajasthan
CIN:- L24114RJ2005PLC021340, GSTIN-08AAKCS4423Q1ZQ, 27AAKCS4423Q1ZQ
Phone: +91-1482-220062, Email: info@srdyechem.com,
Website: www.srdyechem.com



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Kartik Sharma at evoting@nsdl.com

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

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

- xi. It is strongly recommended not to share your password with any other person and take utmost care to keep your Password confidential.

Registered Office:
S.G. 2730, Suwana,
Bhilwara, Rajasthan 311001
09th April, 2026

By Order of the Board

Sd/-
Aditi Babel
Whole Time Company Secretary & Compliance Officer
Membership No: F13506

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

ITEM NO.1

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on 9th April, 2026, approved the appointment of **Mr. Sumit Jain (DIN: 11490160)**, as an Additional Director (Independent) of the Company, with effect from 9th April, 2026. Subject to Shareholders' approval, the Board has also approved the appointment of Mr. Sumit Jain as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from 9th April, 2026 and ending on 8th April, 2031, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

The Company has received all the statutory declarations/disclosures from **Mr. Sumit Jain** including the following:

- (a) consent to act as an Independent Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (b) confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- (c) confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (d) confirmation that he is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
- (e) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Sumit Jain shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. **Mr. Sumit Jain** is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. Sumit Jain's candidature as an Independent Director of the Company.

For appointment of **Mr. Sumit Jain** on the Board, the Nomination and Remuneration Committee took into consideration his rich and varied experience and expertise in strategic advisory, operational advisory and sector specific governance. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by **Mr. Sumit Jain** were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Mr. Sumit Jain is a versatile professional who combines technical expertise in health sciences with a sharp understanding of business dynamics. By blending his background in Pharmacy with commercial acumen, he offers a unique dual perspective — enabling him to oversee both the technical complexities of chemical manufacturing and the strategic goals of corporate growth.

Mr. Jain's appointment brings a "Techno-Commercial" balance to the Board of Shankar Lal Rampal Dye Chem Limited. He is adept at identifying both operational risks in production and strategic risks in the broader business environment and has expert knowledge of chemical standards and pharmaceutical-grade quality control, vital for maintaining high benchmarks. The Board believes his diverse skill set will significantly contribute to effective corporate governance and long-term value creation for stakeholders

In the opinion of the Board, **Mr. Sumit Jain** fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations. Further, as per Sections 149 and 197 of the Companies Act, 2013 read with the rules made thereunder and Regulation 17(6) of SEBI Listing Regulations, Independent Directors are entitled to receive sitting fees and/or commission as may be approved by the Board of Directors, within the overall limits prescribed.

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The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, are provided on pages 13 to this Notice. **Mr. Sumit Jain**, being the appointee, is interested in the proposed resolution.

Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Note 8 to this Notice.

The Board firmly believes that **Mr. Sumit Jain's** extensive experience in chemical sector, which have enabled organizations to successfully navigate complex operative changes, will be immensely beneficial to the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of **Mr. Sumit Jain** as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Shareholders.

By Order of the Board

Sd/-

Aditi Babel

**Whole Time Company Secretary &
Compliance Officer**

Membership No: F13506

Registered Office:

S.G. 2730, Suwana,

Bhilwara, Rajasthan 311001

09th April, 2026

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DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of the Director (including post/term for which appointment/reappointment)	Mr. Sumit Jain <i>Appointment as Independent Director for 5 Year Term as explained in explanatory statement to Item no. 1</i>
DIN	11490160
Tenure of association with the company	New Appointment
Date of first appointment on the Board	9 th April, 2026
Qualification	Mr. Sumit Jain is a versatile professional who combines technical expertise in health sciences with a sharp understanding of business dynamics. By blending his background in Pharmacy with commercial acumen, he offers a unique dual perspective—enabling him to oversee both the technical complexities of chemical manufacturing and the strategic goals of corporate growth. He holds Bachelor's Degree in Pharmaceuticals.
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Pharmaceutical & Chemical Operations • Strategic Business Growth • Technical-Commercial Integration • Regulatory & Quality Compliance • Operational Oversight • Cross-Functional Leadership
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	General Management, Business Strategy, Chemical Industry Knowledge, Pharmaceutical Experience
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	Sitting Fee as approved by the Board of Directors. Details of remuneration to Independent Directors shall be disclosed as part of the Annual Report.
Directorships in other Companies (excluding foreign companies)	Not Applicable
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Not Applicable
Listed entities from which the Director has resigned in last 3 (three) years	Nil
No. of Board Meetings attended during last FY (upto the date of this Notice)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held (as on the date of this Notice):	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil