

NOTICE

Notice is hereby given that the **50th Annual General Meeting** of the Members of **Primo Chemicals Limited ("the Company")** will be held on **Tuesday, the 30th September, 2025** at **14:00 Hours through Video Conferencing (VC) or other Audio Visual Means (OAVM)** to transact the following businesses:-

As Ordinary Business

1. To receive, consider and adopt:
 - (i) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, the Reports of the Board of Directors and the Auditors thereon; and
 - (ii) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Auditors thereon.
2. To appoint a Director in place of Shri Jagbir Singh Ahlawat (DIN: 001139187), Non-Executive and Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

As Special Business

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. Kabra & Associates, Cost Accountants (Firm Registration No.000075), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company in respect of Organic and Inorganic Chemicals, for the financial year 2025-26, amounting to Rs.80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 ("Act") read with the Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 24A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation(s) of the Audit Committee and the Board of Directors, M/s. A. Arora and Co., Practicing Company Secretaries (Membership No. 2191 and Certificate of Practice No. 993), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of

five (5) consecutive years commencing from Financial Year 2025-26 upto Financial Year 2029-30, at consolidated remuneration of Rs.85,000/- (Rupees Eighty Five Thousand Only) which is inclusive of out of pocket expenses, for the financial year 2025-26 and for subsequent years as may be mutually agreed between the Board of Directors /Audit Committee and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Tilak Raj Bajalia (DIN: 02291892), whose first term 5 (five) consecutive years as an Independent Director shall expire on November 30, 2025 and who has signified his consent to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for Independence under section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director, whose term shall not be subject to retirement by rotation, for a second term of 5 (five) consecutive years commencing from 1st December, 2025 upto 30th November, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

6. To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Ashok Goyal (DIN: 08930828), whose first term 5 (five) consecutive years as an Independent Director shall expire on November 30, 2025 and who has signified his consent to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for

Independence under section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director, whose term shall not be subject to retirement by rotation, for a second term of 5 (five) consecutive years commencing from 1st December, 2025 upto 30th November, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Kuldip Singh Suhag (DIN: 08925842), whose first term 5 (five) consecutive years as an Independent Director shall expire on November 30, 2025 and who has signified his consent to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for Independence under section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director, whose term shall not be subject to retirement by rotation, for a second term of 5 (five) consecutive years commencing from 1st December, 2025 upto 30th November, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

8. To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Section 186 and 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modifications) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof) and pursuant to the approval of the Board of Directors and the terms and conditions of the Original Share Purchase Agreement dated 14th July, 2021 & Supplementary Share Purchase Agreement dated 29th September, 2022, the date of acquisition of remaining 51% stake of Flowtech Chemicals Private Limited be and is hereby extended upto 31st December, 2025.

RESOLVED FURTHER THAT the acquisition shall be made at a price to be arrived by way of fresh valuation of the equity shares of Flowtech Chemicals Private Limited at the relevant time of exercising the option, in compliance with applicable legal and regulatory

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requirements.

RESOLVED FURTHER THAT Shri Naveen Chopra, Managing Director of the Company be and is hereby authorised to do all acts, deed as may be required, in this regard."

Registered & Corporate Office
Bay No.46-50,
Sector 31-A,
Chandigarh- 160030

CIN: L24119CH1975PLC003607
Dated: 14th August, 2025

By order of the Board of Directors

Sd/-
(SUGANDHA KUKREJA)
Company Secretary & Chief HR Officer
FCS - 11578

NOTES:

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024 and any other relevant circulars in this regard (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") circulars in this regard, the AGM is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue of the meeting shall be the Registered & Corporate office of the Company at Bay No. 46-50, Sector 31-A, Chandigarh- 160030.
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 8th April, 2020, 13th April, 2020, 5th May, 2020, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 the Company is providing facility of remote e-voting and e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The Company has appointed Mr. Ajay Arora, Practicing Company Secretary, (FCS No. 2191; CP No. 993) as Scrutinizer to conduct the e-voting process (remote e-voting and e-voting during the AGM) in fair and transparent manner.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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5. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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 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 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.primochemicals.in. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. Institutional investors, who are members of the Company, are encouraged to attend and vote at the General Meeting through VC/OAVM facility. Corporate members intending to appoint their authorized representative pursuant to sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of Board resolution to the scrutinizer by email at ajaykcs@gmail.com.
8. Members may note that SEBI has mandated the furnishing of PAN, address with PIN, mobile number, bank account details and nomination /opt out of nomination by holders of physical securities. Also, shareholders are requested to register the email ID with the folio, to be able to correspond and receive relevant communication. Further, members holding shares in physical form are requested to submit their PAN to the Company's Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services Pvt Ltd. at their email id beetal@beetalfinancial.com.
9. Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit to the company the prescribed Form. Shareholders are also advised to look at the SEBI circular no. SEBI/HO/MIRSD/ POD-1/CIR/2024/81 dated June 10, 2024. This circular is also available on Company's website.

Please note that in case you are holding shares in physical form you will be eligible to get any service request processed by the RTA only when your KYC is updated, further with effect from 1st April, 2025, you will be eligible for Dividend payments in electronic mode only when your KYC details are updated.

Members holding shares of the Company in physical form are requested to go through the requirements relevant circulars and furnish the requisite details at the earliest.

10. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, mandated listed companies to issue shares in dematerialized form only while processing the service requests including transmission and transposition of securities.

In view of above, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

11. During the AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act

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and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, and all other documents referred to in the Notice upon Log-in to CDSL e-voting system at www.evotingindia.com. Members desirous of such inspection are requested to write in advance to the Company Secretary at secretarial@primochemicals.in for inspection at the AGM.

12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting from their registered e-mail address, mentioning their name, DPID and Client ID number/folio number and mobile number at the Company's investor desk at secretarial@primochemicals.in so that the information required may be made available at the Meeting.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business at item Nos. 3 to 8 is annexed herewith and forms integral part of this Notice of the AGM. The relevant details of the Auditors and Directors proposed to be appointed/re-appointed at the Annual General Meeting, as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated November 11, 2024, Companies Act, 2013 and Secretarial Standards on General Meeting (SS-2) are also annexed as Annexure A.
15. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2025 to 30th September, 2025 (both days inclusive).
16. The unclaimed Dividends for the years 1989-90, 1990-91, 1991-92, 1992-93, 1993-94 and 1994-95 have been transferred to the General Revenue Account of the Central Government in terms of Section 205A of the Companies Act, 1956. The unclaimed Dividends for the years 1995-96 and 1996-97 have been transferred to the Investor Education and Protection Fund established by the Central Government in terms of Section 205A read with Section 205C of the Companies Act, 1956.
17. Members are requested to notify immediately changes, if any, in their registered address to the Company or its Registrars & Share Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited, specifying full address in Block Capitals with PIN Code of the Post Office.
18. Members who have not yet registered Email address for the purpose of receiving notices, documents, Annual Reports and other members' communications, etc. are requested to register their latest E-mail address by sending requisite details in prescribed form ISR-1 available on the website of the Company to the Registrars and Transfer Agent (RTA) of the Company viz. Beetal Financial & Computer services Pvt. Ltd. and those members holding shares in Demat mode can also register /update their email address with their respective Depository Participant (DP)
19. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
20. The MCA in continuation to its previous General Circulars issued in respect to allowing Companies to hold AGM through video conferencing or other audio-visual means, has further decided to allow the companies to organize AGM through VC or OAVM in the year 2025 on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 & 4 of General Circular No. 20/2020 dated 5th May, 2020.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING, E- VOTING DURING THE AGM AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

(i) The voting period begins on 27th September, 2025 at 10.00 hours onwards and ends on 29th September, 2025 at 17.00 hours. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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-votin 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 9th December, 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 and joining virtual meetings 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	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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 e-voting 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, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 e-voting 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 Depository	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: 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 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. 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 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 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 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	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

securities in demat mode) login through their Depository Participants (DP)	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.
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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. 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 toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" 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) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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	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.

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Details 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.
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- (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. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (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) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; secretarial@primochemicals.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders attending the AGM 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 same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 may 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 addresses are not registered with the depositories for obtaining login credentials for E-voting for the Resolutions proposed in this Notice:

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 investor@beetalfinancial.com.

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 CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911.

Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. 30th September, 2025.

21. The Scrutiniser shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
22. The Result shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.primochemicals.in and CDSL within 2 (two) days of passing of the resolution at the AGM of the company and communicated to Stock Exchanges.
23. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. Tuesday, 30th September, 2025.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, as required by Section 102(1) of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item no. 3 to item no. 8 of the accompanying Notice:

Item No.: 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, had appointed M/s. Kabra & Associates, Cost Accountants, as Cost Auditors of the Company for conducting an audit of the Cost Accounting Records of the Company in respect of Organic and Inorganic Chemicals for the financial year 2025-26 at a remuneration of Rs.80,000/- (Rupees Eighty Thousand only) plus GST besides the reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

The approval of the members is sought for the ratification of the payment of above-said remuneration to M/s. Kabra & Associates, Cost Accountants who has been appointed as Cost Auditors of the Company for conducting an audit of the Cost Accounting Records of the Company in respect of Organic and Inorganic Chemicals for the financial year 2025-26, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the applicable provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolutions set out at Item No. 3 of the Notice.

Accordingly, the Board recommends the Resolution at Item No.3 of the accompanying notice for the approval of the members by way of Ordinary Resolution.

Item No. 4

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company are required to annex a Secretarial Audit Report, issued by a practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, SEBI vide its notification dated 12th December, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), pursuant to which, the listed entity is required to appoint a Secretarial Audit firm, for a maximum of two terms of five consecutive years each, who is a peer reviewed company secretary, and meets the eligibility criteria, as specified in Regulation 24A of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, subject to the approval of members.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, at its Meeting held on 14th August, 2025 approved the appointment of M/s. A. Arora and Co., Practising Company Secretaries, as Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30 at a consolidated remuneration of Rs.85,000/- (Rupees Eighty Five Thousand Only) which is inclusive of out of pocket expenses, for the financial year 2025-26 and for subsequent years as may be mutually agreed between the Board of Directors /Audit Committee and the Secretarial Auditors and recommended the same for approval of members.

As required under the SEBI Listing Regulations, M/s. A. Arora and Co., holds a valid certificate issued by the Peer Review Board of ICSI. M/s. A. Arora and Co., has consented to its appointment as Secretarial Auditors of the Company. They have confirmed that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFDPoD/CIR/P/2024/185 dated 31st December, 2024 and that their appointment, if made, shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the SEBI Listing Regulations.

M/s. A. Arora and Co., Practicing Company Secretary, is currently the Secretarial Auditor of the Company. It may be noted that in terms of the revised Regulation 24A of the Listing Regulations, any association of the Secretarial Auditors before March 31, 2025, shall not be considered for the purpose of calculating the tenure.

The details required to be disclosed as per the provisions of Regulation 36(5) of the SEBI Listing Regulations, 2015 are as under:

Sr. No.	Particulars	Details
1.	Proposed Secretarial Auditors	M/s. A. Arora & Co.
2.	Basis of Recommendation for appointment	M/s. A. Arora & Co., Practicing Company Secretaries based in Chandigarh, offering services in the field of secretarial matters, more than thirty (30) years and Mr. Ajay Arora has overall experience of 30 years. The firm is peer reviewed and offers a whole gamut of secretarial services in the field of Company Law matters, SEBI Laws, FEMA laws, RBI laws etc. They have a strong team of well-qualified & experienced staff having adequate and varied experience and exposure relating to corporate and secretarial compliances. Their core team members are Company Secretaries who have experience of dealing with various corporate law matters. They specialize in timely delivery of qualitative assignments. They are well exposed in dealing/appearing before with various regulatory authorities like Registrar of Companies (ROC), Regional Director (RD), National Company Law Tribunal (NCLT), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), etc.
3.	Details relating to Credentials of Secretarial Auditor	Mr. Ajay Arora holds a bachelor's degree in commerce and is Fellow Member of the Institute of Company Secretary of India, "ICSI".
4.	The details of remuneration to be paid to the Firm for the Secretarial Audit Services	Rs.85,000/- which is inclusive of out of pocket expenses, for the financial year 2025-26 and for subsequent years as may be mutually agreed between the Board of Directors /Audit Committee and the Secretarial Auditors.
5.	Terms of Appointment	FY 2025-2026 to FY 2029-2030

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the proposed Resolution.

Accordingly, the Board of Directors recommends the Resolution at Item No.4 of the notice for the approval of the members by way of Ordinary Resolution.

Item No. 5 to 7

Shri Tilak Raj Bajalia, Shri Ashok Goyal and Shri Kuldeep Singh Suhag were appointed as Independent Directors of the Company for a term of five (5) consecutive years with effect from 1st December, 2020 expiring on 30th November, 2025 and are eligible for re-appointment as Independent Directors of the Company for a Second term of five (5) consecutive years with effect from 1st December, 2025 upto 30th November, 2030.

Nomination and Remuneration Committee and the Board of Directors of the Company in their separate meetings held on 14th August, 2025 have proposed their re-appointment subject to approval of the members in the said Annual General Meeting.

Shri Tilak Raj Bajalia, Shri Ashok Goyal and Shri Kuldeep Singh Suhag have given declaration that they are not disqualified from being appointed as Directors under Section 164 of the Companies Act, 2013 and they meet with the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time). They have also given consent to act as Directors.

Copies of the relevant documents are available for inspection by the members at the Registered Office & Corporate Office of the Company between 11.00 hours to 13.00 hours on any working day and will also be available at the meeting.

The brief Profile of the said Directors are given in Annexure A to this Notice.

The Board of Directors recommend the Resolutions for the approval of members.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution set out at Item No. 5 of the Notice excepting Shri Tilak Raj Bajalia.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution set out at Item No. 6 of the Notice excepting Shri Ashok Goyal.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution set out at Item No. 7 of the Notice excepting Shri Kuldeep Singh Suhag.

Item No. 8

The Members of the Company, in their meetings held on 30th June, 2021 and 29th September, 2023, had accorded their approval for acquisition of up to 100% equity stake in Flow Tech Chemicals Private Limited ("FTCPL"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), in a phased manner.

Pursuant to the said approvals, the Company had acquired 49% stake in FTCPL by April 2022, and FTCPL was classified as an Associate Company. The balance 51% stake was proposed to be acquired by 31st December, 2024. However, the acquisition of 100% stake in FTCPL could not be completed by 31st December, 2024. The Board of Directors in its meeting held on 14th August, 2025 has, as per the terms and conditions of the Original Share Purchase Agreement dated 14th July, 2021 & Supplementary Share Purchase Agreement dated 29th September, 2022, extended the date of acquisition of remaining 51% stake of Flowtech Chemicals Private Limited upto 31st December, 2025.

The members are requested to consider and approve the extension of the date for acquiring the remaining 51% stake in Flow Tech Chemicals Private Limited (FTCPL), which is a related party of the Company. This resolution seeks to extend the timeline for the completion of the acquisition from the earlier agreed date to 31st December, 2025, in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations).

The acquisition will be executed at a price determined through a fresh valuation of the equity shares of FTCPL, conducted at the relevant time when the option is exercised, in full compliance with the applicable legal and regulatory requirements. The Board of Directors recommends the approval of the resolution by the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution, except Shri Sukhbir Singh Dahiya, Shri Jagbir Singh Ahlawat and Shri Jatin Dahiya, who are interested to the extent of their shareholding and/or directorship in FTCPL.

The Board recommends the resolution set out at Item No. 8 of the accompanying Notice for approval of the Members to extend the acquisition timeline by way of Special Resolution.

Registered & Corporate Office
Bay No.46-50,
Sector 31-A,
Chandigarh- 160030

By order of the Board of Directors

Sd/-
(SUGANDHA KUKREJA)
Company Secretary & Chief HR Officer
FCS - 11578

CIN: L24119CH1975PLC003607
Dated: 14th August, 2025

Annexure A

Information as required pursuant to Regulation 36 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), in respect of Directors seeking appointment/re-appointment at the Annual General Meeting:

Name of the Director	Shri Tilak Raj Bajalia Non-Executive Independent Director	Shri Singh Kuldeep Singh Suhag Non-Executive Independent Director	Shri Ashok Goyal Non-Executive Independent Director	Shri Jagbir Singh Ahlawat Non-Executive Non-Independent Director
DIN	02291892	08925842	08930828	01139187
PAN	ABLPB5232B	AGOPS0770M	ABAPG5500E	AAHPA2745B
Date of Birth	25.12.1953	30.12.1959	29.04.1955	25.10.1959
Age	71 years	65 years	70 years	65 years
Date of Appointment	As Independent Director: 01.12.2020	As Independent Director: 01.12.2020	As Independent Director: 01.12.2020	As Non-Executive Director: 20.10.2020
Qualifications	Graduation in Economics and Professional Member of ICWAI and CAIIB	Bachelor of Engineering Degree in Civil Engineering	Practicing Advocate and Master's in Economics	Diploma in Civil Engineering and AMIE (Civil)
Brief Profile	A respected banking veteran with over 42 years of experience, he served as Deputy Managing Director of SIDBI and has been associated with multiple companies and regulators in various capacities. He holds a degree in Economics,	He holds a Bachelor's degree in Civil Engineering and brings a robust 45-year career in the field, having worked extensively with CPWD and Haryana PWD. He served as a consultant to the National	A practicing advocate with Master's degree in economics, he brings 30 years of experience in educational administration. He has also served as a member of the Senate and the Syndicate at Panjab University.	He brings over 34 Years of diverse experience including 20 years in the Chemical Industry. His educational Qualifications includes a Diploma in Civil Engineering from Haryana State Board of Technical Education, and an AMIE (Civil) from The Institution

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	alongwith professional qualifications from ICWAI and CAIIB.	Highway Authority of India.		of Engineers (India).
Expertise in Specific functional areas	Strategy and Growth, Risk Management, Governance, Financial Expertise.	Strategy and growth, Risk Management, Governance.	Financial Expertise, General Administration, Governance, Human Resources, Education, Academics, Legal.	Management and Leadership, Strategy and Growth, Chemical Industry/ Products Expertise.
Directorship of other Companies as on April, 2025	Invent Assets Securitization & Reconstruction Pvt. Ltd., Money Plus Financial Services Pvt. Ltd., Kanchansobha Finance Pvt. Ltd.	None	JTL Industries Limited	Flow Tech Chemicals Pvt. Ltd., Himalaya Alkalies & Chemicals Limited, V.S. Polymers Pvt. Ltd., Flowtech Estates Pvt. Ltd., Prayag Chemicals Pvt. Ltd.
Chairmanships/ Memberships of the Board of Companies as on April, 2025	<u>Primo Chemicals Limited</u> Audit Committee- Chairperson, Nomination and Remuneration Committee- Member, Corporate Social Responsibility- Member	<u>Primo Chemicals Limited</u> Audit Committee- Member, Nomination and Remuneration Committee- Member, Corporate Social Responsibility- Chairperson	<u>Primo Chemicals Limited</u> Audit Committee- Member, Nomination and Remuneration Committee- Chairperson, Stakeholder Relationship Committee - Member, Corporate Social Responsibility- Member <u>JTL Industries Limited</u> Audit Committee- Chairperson, Nomination and Remuneration Committee - Chairperson	<u>Primo Chemicals Limited</u> Corporate Social Responsibility- Member
Listed entities from which the Director has resigned from directorship in last three (3) years	None	None	None	None
Number of Equity Shares of the Company held as on 31 st March, 2025	Nil	65,733	Nil	1,55,00,100
No. of meetings of the Board attended during the financial year 2024-25	5	5	5	5

Contd....

Relationship with other Directors and KMP inter-se	None			None
In the Case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The Nomination and Remuneration Committee, taking into consideration the skills, expertise and competencies required for the Board in the context of the business of the Company and based on the performance evaluation, recommended to the Board of Directors the appointment of Shri Tilak Raj Bajalia, Shri Ashok Goyal and Shri Kuldip Singh Suhag.			N.A
Terms and Conditions of Re-appointment	Re-appointed as an Independent Director for a second term of five(5) consecutive years commencing from 1 st December, 2025 upto 30 th November, 2030.			NA
Remuneration last drawn F.Y. 2024-25	Sitting Fees: Rs. 12,75,000	Sitting Fees: Rs. 12,75,000	Sitting Fees: Rs. 21,75,000	Sitting Fees: Rs. 6,50,000
Remuneration Sought to be Paid	Sitting Fees, if any, as approved by the Board of Directors			