

Notice

NOTICE is hereby given that the Annual General Meeting (“AGM”) of the Members of Carysil Limited (“the Company”), being the Thirty- Ninth AGM, will be held on Tuesday, the 22nd day of September, 2026 at 3:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a) the audited standalone annual financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the audited consolidated annual financial statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

2. To declare a dividend of ₹ 3/- per equity share of ₹ 2/- each for the financial year ended March 31, 2026.

3. To appoint a Director in place of Mr. Anand Sharma (DIN: 00255426) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To ratify Remuneration of Cost Auditor for the Financial Year Ending March 31, 2027

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit)

Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 1,50,000 (Rupees One Lakh Fifty Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, as approved by the Board of Directors of the Company based on the recommendation of the Audit Committee, payable to M/s. S. S. Puranik & Associates, Cost Accountants (Firm Registration Number 100133), who have been appointed as the Cost Auditor of the Company for the financial year ending March 31, 2027, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.”

5. To revise the remuneration of Ms. Rhea Parekh holding an office or place of profit in the Company

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 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for the revision in remuneration of Ms. Rhea Parekh, daughter of Mr. Chirag Parekh, Chairman and Managing Director of the Company, holding an office or place of profit as Senior Vice President (International Marketing) in the Company, with effect from October 01, 2026, consequent upon her promotion from Vice President (International Marketing), as approved by the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors at their respective meetings held on August 10, 2026, and for the revision in her remuneration as set out below.

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RESOLVED FURTHER THAT the revised remuneration payable to Ms. Rhea Parekh, Senior Vice President (International Marketing), with effect from October 01, 2026, shall comprise fixed remuneration of ₹ 54 lakhs per annum and performance-linked incentive of ₹ 1.50 lakhs per quarter, subject to applicable performance criteria and conditions.

RESOLVED FURTHER THAT the total annual remuneration, inclusive of the aforesaid performance-linked incentive, shall be increased by 10% with effect from October 01, 2027 and October 01, 2028, respectively, with the performance-linked incentive remaining unchanged at ₹ 1.50 lakhs per quarter.

RESOLVED FURTHER THAT in accordance with Section 188(1)(f) of the Companies Act, 2013, and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as the proposed remuneration exceeds the prescribed ceiling of ₹ 2.5 Lakhs per month, approval of the Members is hereby accorded for the above-mentioned revision in remuneration.

RESOLVED FURTHER THAT the Board of Directors (including Committee thereof) be and is hereby authorised to do all such acts, deeds, and things, and to execute all such documents, instruments, and writings as may be required to give effect to this resolution and to settle any questions, difficulties, or doubts that may arise in this regard."

By order of the Board of Directors
For **Carysil Limited**

Reena Shah
Company Secretary and Compliance Officer
(Membership No. A31568)

Place: Bhavnagar
Date: August 10, 2026

Registered Office:

A-702, Kanakia Wall Street, Andheri - Kurla Road, Andheri (East), Mumbai - 400 093.

Tel.: 022 4190 2000

CIN: L26914MH1987PLC042283

Email: investors@carysil.com

Website: www.carysil.com

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
3. The Explanatory Statement pursuant to Section 102 of the Act, in respect of special business set out at Item No. 4 and 5 of the accompanying Notice is annexed hereto as **Annexure I**. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of Directors seeking appointment / re- appointments at this AGM is annexed as **Annexure II**.
4. The Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorising their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutiniser by email at pcshahandco@gmail.com with a copy marked to investors@carysil.com.
5. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
6. 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 as on the cutoff date will be entitled to vote at the AGM.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
8. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), (collectively 'Depositories')/Registrar & Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2025-26 are available on the Company's website at www.carysil.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com
9. The Registers maintained under Section 170 & 189 of the Act and all relevant documents as referred to the Notice calling the AGM will be available electronically

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for inspection by the Members up to the date of the AGM. Members seeking to inspect such documents can send an email to investors@carysil.com.

10. The Company has availed the services of National Securities Depository Limited ("NSDL") for conducting the AGM through VC/ OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
11. The attendance of the Members participating in the 39th AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of members/beneficial owners (in case of electronic shareholding) as on the cutoff date i.e. Tuesday, September 15, 2026
13. SEBI vide its Circular dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, as updated by SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025 dated June 23, 2025), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter- alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 01, 2024 upon registering all the required details.

The Company has informed shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The necessary forms in this regard have been made available on the website of the Company and RTA. Accordingly, the members are advised to register their details with the RTA

or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

As per the Master circular dated February 06, 2026 issued by SEBI, RTAs shall not process any service requests or complaints received from the members / claimant(s), till PAN, KYC and nomination documents/details as stated above are received.

14. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address, etc. to the RTA at the following address:

Bigshare Services Private Limited Unit: Carysil Limited

Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, Next to Ahura Centre, Andheri East, Mumbai 400093, Maharashtra.

Tel: 022 - 6263 8200

Email Id: investor@bigshareonline.com

For online access, members may visit the website of Bigshare Services Private Limited at

Bigshare - iconnect

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.

15. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal (<https://smartodr.in/login>). Shareholders are requested to take note of the same.

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16. The unclaimed shares lying in the suspense account of the Company, are also required to be transferred to the IEPF. Members who have not claimed their shares are advised to claim the same. In case a valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with prescribed procedure.
17. Members who wish to obtain any information on the Company or the financial statements for the financial year ended March 31, 2026 can send their queries at investors@carysil.com at least 7 (Seven) days before the date of 39th AGM. The same will be replied by/ on behalf of the Company suitably.

18. DIVIDEND

The Board of Directors at its meeting held on May 20, 2026, has recommended a final dividend of 3 per equity share. The Record date Tuesday, September 15, 2026 is fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM.

If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be paid on or after September 22, 2026, as under:

- i. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the Depositories, as of close of business hours on Tuesday, September 15, 2026
- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, September 15, 2026

Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, September 16, 2026 to Tuesday, September 22, 2026 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the 39th AGM.

a) Payment of Dividend through electronic means

- With effect from November 18, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Payment shall be made subject to:
- Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/ RTA (for shareholders holding shares in physical form)
- Updating of bank details with DPs (for shareholders holding shares in dematerialised form) [SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSDPOD/ I/4298/2026 dated February 6, 2026 read with SEBI Listing Regulations]
- Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.
- Members holding shares in physical form are requested to advise any change of address immediately to the Company's RTA. Members holding shares in electronic form must send advice about change in address to their respective Depository Participant only and not to the Company or the Company's RTA.
- Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as

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applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2026-27 does not exceed 10,000 and also in cases where members provide Form No. 121 (The erstwhile Form 15G or Form 15H shall not be accepted for this purpose) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income Tax Rules, 1962.

- Copy of Tax Residency Certificate for financial year 2026-27 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 41 (erstwhile Form 10F)
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents can be downloaded from Company's website at www.carysil.com and submitted on or before 5 pm (IST), Tuesday, September 15, 2026, to enable the Company to determine the appropriate TDS/ withholding tax rate applicable. Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 5:00 pm (IST) Tuesday, September 15, 2026, shall not be considered. All communications/ queries in this respect should be addressed to our RTA, Bigshare at www.bigshareonline.com. The Company will arrange to email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://eportal.incometax.gov.in/iec/fooservices/>.

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto,

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the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

Members who have not encashed dividend declared by the Company during previous years, are advised to write to the Company immediately at investors@carysil.com.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

- I. The remote e-Voting period begins on Saturday, September 19, 2026 at 09:00 A.M. (IST) and ends on Monday, September 21, 2026 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e. Tuesday, September 15, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 15, 2026.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 09, 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.	- 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 or joining virtual meeting & voting during the meeting. - 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 or joining virtual meeting & voting during the meeting. - 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.jsp - 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 or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

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Type of shareholders	Login Method
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 user 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 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 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 or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 e-Voting and joining virtual meeting 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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:
 - d. 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.
 - e. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - f. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - g. 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 who’s voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to pcshahandco@gmail.com with a copy marked to evoting@nsdl.co.in. 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.
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 and 022 - 2499 7000 or send a request to Sanjeev Yadav at evoting@nsdl.co.in.

Notice (Contd.)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 investors@carysil.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@carysil.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e- Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

Notice (Contd.)

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at investors@carysil.com. The same will be replied by the Company suitably.
6. For the smooth conduct of the proceedings of the AGM being conducted through VC/OAVM, Members who would like to express their views/ask questions during the AGM may send their queries in advance and register themselves as a speaker by sending their request from their registered e-mail id mentioning their name, DPID and Client ID/ Folio Number, PAN, mobile number at investors@carysil.com on or before September 15, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser, by use of "e-Voting facility availed from NSDL" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
20. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.carysil.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s) viz. BSE Limited and National Stock Exchange of India Limited (NSE).
21. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, September 15, 2026
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e- Voting as well as voting at the AGM through e-Voting.
23. M/s. P. C. Shah & Co., Practicing Company Secretaries (Proprietor: Mr. Punit Shah, Certificate of Practice No. 7506) has been appointed as the Scrutiniser for providing facility to the Members of the Company to scrutinise the remote e-voting process and e-voting at the 39th AGM in a fair and transparent manner.
24. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.carysil.com and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Limited and NSE, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 39th AGM i.e. Tuesday, September 22, 2026.

By order of the Board of Directors
For **Carysil Limited**

Reena Shah

Company Secretary and Compliance Officer
Membership No. A31568

Place: Bhavnagar
Date: August 10, 2026

Registered Office:

A-702, Kanakia Wall Street, Andheri - Kurla Road, Andheri (East), Mumbai - 400 093.
Tel.: 022 4190 2000
CIN: L26914MH1987PLC042283
Email: investors@carysil.com
Website: www.carysil.com

Annexure I to the Notice

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 4:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant for such products manufactured by the Company as are covered under the Central Excise Tariff Act, 1985, and as prescribed under the Companies (Cost Records and Audit) Rules, 2014.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on March 20, 2026, approved the appointment of M/s. S S Puranik & Associates, Cost Accountants (Firm Registration No. 100133) as the Cost Auditors of the Company for conducting the audit of the cost records maintained by the Company for the financial year 2026-27 at a remuneration of ₹ 1,50,000/- (Rupees One Lakhs Fifty Thousand Only), plus applicable taxes, out-of-pocket expenses, and other incidental expenses.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors for auditing the cost records of the Company for the said financial year is required to be ratified by the Members by way of an Ordinary Resolution, as set out at Item No. 4 of the accompanying Notice.

M/s. S S Puranik & Associates have confirmed their eligibility for appointment as Cost Auditors of the Company and have furnished the requisite certificate in this regard.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5:

Ms. Rhea Parekh, daughter of Mr. Chirag Parekh, Chairman & Managing Director of the Company, is currently working as Vice President (International Marketing) in the Company. and, in recognition of her performance and the expanded scope of her responsibilities, it is proposed to promote her to Senior Vice President (International Marketing), with effect from October 01, 2026. Ms. Rhea Parekh holds a Bachelor of Fine Arts (BFA) from Parsons School of Design, New York. Ms. Rhea Parekh's role will be pivotal in advancing our global marketing strategies, harmonizing brand messaging, enhancing brand websites, and driving product and brand launches. Her position is integral to our organisational shift towards a centralized approach to international marketing. She has made significant contributions to the Company, particularly in expanding the Company's international market presence, enhancing brand recognition, and leading successful marketing campaigns.

Given her achievements and the expanded scope of her responsibilities, the Board considers it appropriate to enhance her remuneration. The revised remuneration shall comprise fixed remuneration of ₹ 54 lakhs per annum and performance linked incentive of ₹ 1.50 lakhs per quarter, subject to applicable performance criteria and conditions. The total annual remuneration, inclusive of the aforesaid performance-linked incentive, shall be increased by 10% in each of the subsequent two years, with the performance-linked incentive remaining unchanged at ₹ 1.50 lakhs per quarter.

As per Section 188 of the Companies Act, 2013 ("the Act"), Ms. Rhea Parekh qualifies as a Related Party and currently holds an office or place of profit within the Company. The Act, along with the Companies (Meetings of Board and its Powers) Rules, 2014, requires the prior approval of the Members where the remuneration payable to a related party for holding an office or place of profit exceeds ₹ 2.50 lakhs per month.

Since the remuneration payable to Ms. Rhea Parekh for holding the office or place of profit exceeds the aforesaid threshold, approval of the Members is being sought by way of an Ordinary Resolution under Section 188(1)(f) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. The proposed transaction is also subject to the applicable provisions of Regulation 23 of the SEBI

Annexure I to the Notice (Contd.)

(Listing Obligations and Disclosure Requirements) Regulations, 2015, including the applicable requirements relating to approval and disclosure of related party transactions.

The Nomination and Remuneration Committee, Audit Committee and the Board of Directors, at their respective meeting held on August 10, 2026 have accorded their approval to Ms. Rhea Parekh to hold and continue to hold the office or place of profit in the Company on the above mentioned remuneration and other terms & conditions as may be applicable, subject to the approval of Members of the Company.

The actual pay-out to Ms. Rhea Parekh shall be subject to the applicable performance criteria and conditions prescribed under the Company's remuneration policy. Revision in the remuneration of the Company's employees follows an established industry practice and is reviewed periodically based on relevant market benchmarks and specific instances such as promotions etc.

The relevant details pertaining to the proposed related party transaction as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Section III-B of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/155 dated November 11, 2024, as amended by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the Securities and Exchange Board of India ("SEBI") are as follows:

Sr. No	Particulars	Details
1.	A summary of the information provided by the management of the listed entity to the audit committee as specified in the said Circular issued by the SEBI:	a) Name of the Related Party: Ms. Rhea Parekh b) Name of Director or Key Managerial Personnel who is related, if any: Mr. Chirag Parekh, Chairman & Managing Director of the Company. c) Nature of relationship: Ms. Rhea Parekh is daughter of Mr. Chirag Parekh.

Sr. No	Particulars	Details
		d) Nature, material terms, monetary value and particulars of the contract or arrangements: Ms. Rhea Parekh is holding an office or place of profit as Senior Vice President (International Marketing) in the Company. It is proposed to revise her remuneration with effect from October 01, 2026, comprising fixed remuneration of ₹ 54 lakhs per annum and performance-linked incentive of ₹ 1.50 lakhs per quarter. The total annual remuneration, inclusive of the performance-linked incentive, shall be increased by 10% in each of the subsequent two years, while the performance-linked incentive shall remain unchanged at ₹ 1.50 lakhs per quarter.. The remuneration for Ms. Rhea Parekh and any changes to it will follow similar standards and practice as is done for all employees, to establish a fair and reasonable pay for her.
2.	Justification for why the proposed transaction is in the interest of the listed entity.	Ms. Rhea Parekh has gained good experience in several critical functions and has demonstrated ability for acquiring responsibilities. Since her appointment, she has made notable contributions to the Company, particularly in expanding the Company's international market presence, enhancing brand recognition, and leading successful marketing campaigns. Given her achievements and the expanded scope of her responsibilities, the Company considers it appropriate to enhance her remuneration.

Annexure I to the Notice (Contd.)

Sr. No	Particulars	Details
3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the said Circular issued by the SEBI.	Not Applicable.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable.
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Not Applicable, as the Related Party is an individual and does not have annual consolidated turnover.
6.	Any other information that may be relevant.	Nil

None of the Directors or Key Managerial Personnel or their relatives except Mr. Chirag Parekh, Managing Director, and Ms. Rhea Parekh, and their respective relatives, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 5 of the Notice.

In accordance with the provisions of Section 188 of the Companies Act, 2013 read with the second proviso to Section 188(1) of the Companies Act, 2013, Mr. Chirag Parekh, Ms. Rhea Parekh and any other member who is a related party in respect of the proposed transaction shall not vote on this resolution.

The Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by Members.

By order of the Board of Directors
For **Carysil Limited**

Reena Shah
Company Secretary and Compliance Officer
Membership No. A31568

Place: Bhavnagar
Date: August 10, 2026

Registered Office:

A-702, Kanakia Wall Street, Andheri - Kurla Road, Andheri (East), Mumbai - 400 093.
Tel.: 022 4190 2000
CIN: L26914MH1987PLC042283
Email: investors@carysil.com
Website: www.carysil.com

Annexure II to the Notice

Details of Director seeking Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 (SS-2)

Name	Mr. Anand Sharma
DIN	00255426
Designation	Executive Director & Group CFO
Date of Birth and Age	January 14, 1973 (53 years)
Date of First Appointment on the Board	February 01, 2024
Qualifications	Fellow Chartered Accountant (CA), Company Secretary (CS) and Cost Accountant (CMA)
Profile	Mr. Anand Sharma, aged 53 years, is a fellow member of the Institute of Chartered Accountants of India (CA), Company Secretary and Cost Accountant having more than 30 years of experience in Finance, Accounts, Auditing, Taxation, Risk Management, Cross Border Acquisitions, Investor Relations, Cost control, Business Strategy & transformation, Corporate Governance and statutory compliances. He joined Carysil in November 2015 and has been heading Finance, Accounts & Operations of the Company and Group Companies.
Terms and conditions of Re-appointment	Mr. Anand Sharma retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment as a Director liable to retire by rotation.
Directorships held in other companies (as on August 10, 2026)	1) Carysilnox Limited; 2) Carysil Online Limited; and 3) Sternhagen Bath Private Limited
Last remuneration drawn	In the range of ₹ 115 Lakhs p.a. to ₹ 132.26 Lakhs p.a. (as approved by members vide Postal Ballot dated February 12, 2025)
Memberships / Chairmanships of Committees of other companies	NIL
Listed entities from which the Director has resigned in last 3 years	NIL
Number of Board Meetings attended during FY 2025-26	7
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of shares held in the Company	17,000 Equity Shares
Number of Stock Options	NIL