

# NOTICE OF 4th ANNUAL GENERAL MEETING

*Notice is hereby given that the Fourth (4th) Annual General Meeting (AGM) of Vital Chemtech Limited ("the Company") will be held on Saturday, September 27, 2025 at 02:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses;*

## Ordinary Businesses:

### 1. Adoption of Financial Statements:

To consider and adopt;

- The Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2025 and the report of the Board of Directors and Auditors thereon; and
- The Audited Consolidated Financial Statement of the Company for the Financial Year ended on March 31, 2025 and the report of Auditors thereon.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions**;

- "RESOLVED THAT** the Audited Standalone financial statement of the Company for the financial year ended on March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- "RESOLVED THAT** the Audited Consolidated financial statement of the Company for the financial year ended on March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

### 2. To appoint a director in place of Mrs. Sangeeta Vipul Bhatt (DIN: 06716704), who retires by rotation and being eligible, offers herself for re-appointment:

**Explanation:** Based on the terms of appointment, executive directors and the non-executive directors are subject to retirement by rotation. Mrs. Sangeeta Vipul Bhatt (DIN: 06716704), who was appointed on November 25, 2021 (Since Inception) as executive director and whose designation was changed to a Whole Time Director w.e.f. February 15, 2022. She is the longest-serving member on the Board and who is liable to retire, being eligible, seeks reappointment.

To the extent that Mrs. Sangeeta Vipul Bhatt (DIN: 06716704), is required to retire by rotation, she would need to be re-appointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded to the reappointment of Mrs. Sangeeta Vipul Bhatt (DIN: 06716704), as such to the extent that she is required to retire by rotation."

## SPECIAL BUSINESSES:

### 3. To ratify the remuneration payable to M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690) Cost Auditor of the Company for the Financial Year ended on March 31, 2025.

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and any other applicable provision(s), if any, of the Companies Act, 2013, read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690), Ahmedabad, appointed by the Board of Directors of the Company in their meeting held on May 30, 2025 as Cost Auditor of the Company, based on the recommendations of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2025-26.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company including its committee of Directors thereof, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 4. To consider Appointment of Mr. Ajay Kumar Agrawal (DIN: 05274908) as an Independent Director (Non-Executive Director) of the Company:

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. Ajay Kumar Agrawal (DIN: 05274908), who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Independent Director) in board meeting held on 29th March, 2025 and who holds office up to the date of the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and also declared that he has not been debarred from holding the office of Director or continuing as a Director of Company by SEBI/ MCA or any other authority and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR as applicable, be and is hereby appointed as an Independent Director (Non-Executive Director), not liable to retire by rotation, on the Board for a term of five (5) consecutive years w.e.f. 29th March, 2025 to 28th March, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Director or Chairman or Company Secretary or Chief Financial Officer, to give effect to the aforesaid resolution.”

**5. To consider Appointment of Mr. Vivek Dinesh Nathwani (DIN: 09791683) as an Independent Director (Non-Executive Director) of the Company:**

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. Vivek Dinesh Nathwani (DIN: 09791683), who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Independent Director) in board meeting held on 30th May, 2025, who holds office up to the date of the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and also declared that he has not been debarred from holding the office of Director or continuing as a Director of Company by SEBI/ MCA or any other authority and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR as applicable, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, on the Board for a term of five (5) consecutive years w.e.f. 30th May, 2025 to 29th May, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Director or Chairman or Company Secretary or Chief Financial Officer, to give effect to the aforesaid resolution.”

**6. To consider and approve the Change in Designation of Mrs. Sangeeta Vipul Bhatt (DIN: 06716704) from Whole Time Director to Non- Executive Director of the Company and approve the remuneration payable to her:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 197, 198 and any other applicable provisions of the Companies Act, 2013 and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Articles of Association of the Company and pursuant to the rules made there under and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, on request of Mrs. Sangeeta Vipul Bhatt and on the approval and recommendation of the Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for change in Designation of Mrs. Sangeeta Vipul Bhatt (DIN: 06716704) from Whole-time Director to Non-Executive Director of the

Company, with effect from June 14, 2025, in terms of provisions of Articles of Association of the Company, being eligible for appointment as Non-Executive Director of the Company, be and is hereby appointed as an Non-Executive Director of the Company liable to retire by rotation and payment of the remuneration to Mrs. Sangeeta Vipul Bhatt (DIN: 06716704) as Non-Executive Director of the Company as set out in the explanatory statement attached hereto, for her appointment as Non-Executive Director with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

**RESOLVED THAT** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mrs. Sangeeta Vipul Bhatt (DIN: 06716704) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mrs. Sangeeta Vipul Bhatt and filing of other necessary forms and documents with the Registrar of Companies.”

#### **7. Approval of Material Related Party Transactions with Vital Chemicals for the Financial year 2025-26:**

To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution: -

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Vital Chemicals, (Sole Proprietorship where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and Vital Chemicals for an aggregate value not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five crores only) for sale, purchase or supply of any goods or materials, during the Financial Year 2025-26, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Companies Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient to give effect to this resolution.”

#### **8. Approval of Material Related Party Transactions with Vital Synthesis Limited for the Financial year 2025-26:**

To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution: -

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Vital Synthesis Limited, (Company where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and Vital Synthesis Limited, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty crore crores only) for sale, purchase or supply of any goods or materials, during the Financial Year 2025-26, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act Companies and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient to give effect to this resolution.”

**9. To approve Vital Employee Stock Option Scheme - 2025:**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with all other applicable provisions of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof (“Act”), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) as issued by Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee/Compensation Committee or any other Committee of the Company constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) the approval and consent of the members be and are hereby accorded respectively to introduce and implement the **“Vital Employee Stock Option Scheme 2025”** (“Scheme” or “ESOS-2025” or “ESOS-2025 scheme”) and authorizing the Board/Committee, to exercise its powers, including the powers conferred by this resolution, to create, grant, issue, offer and allot at any time or from time to time to or for the benefit of present and / or future permanent employees of the Company including directors of the Company (other than Promoter(s) or belonging to the Promoter Group, Independent Directors of the Company, directors of the Company who either himself or through his relative or any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company), whether whole time director or otherwise, whether working in India or outside, as selected on the basis of criteria prescribed by the Board/committee in accordance with the Act and SBEB Regulations (hereinafter referred to as “Eligible Employee(s)”), options exercisable into not more than 4,80,000 (Four Lakhs Eighty Thousand) fully paid up equity shares of the Company (“Equity Share(s)”), under one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/committee in accordance with the provisions of the law or guidelines issued by the relevant authority, each option would on exercise shall entitle the eligible employee for 1(one) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up on payment of the requisite exercise price to the Company.

**RESOLVED FURTHER THAT** each option shall vest in the hands of the option holder after a minimum period of 1 (One) Year from the date of grant of the option or such longer period as may be determined by the Board/Nomination and Remuneration Committee from time to time subject to the conditions mentioned that the option grantee continues to be an employee of the Company and the performance or other conditions as may be determined by the Board/Committee from time to time.

**RESOLVED FURTHER THAT** vested option can be exercised in whole or in part after the vesting date and within the vesting period only by the Eligible Employee to whom the option have vested by making an application to the Company for issue of shares against the option vested to him/her by paying requisite amount of money and the unexercised portion of the vested options, not exercised within the Exercise Period to the Eligible Employee or the nominee for exercise as provided for in the scheme shall lapse and get back to the ESOS-2025 pool and the Employee shall have no right over such lapsed or cancelled Options and the options granted to an employee cannot be transferred to any other person.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee, the Board and any other committee authorized by the Board be and is hereby severally authorized to issue and allot Equity Shares upon exercise of the options from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, or any other re-organization of capital structure of the Company, as the case may be, the number of stock options and/or the shares to be allotted upon exercise of stock options shall be reasonably adjusted in accordance with the provisions of the ESOS-2025 scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock options under the ESOS-2025 scheme.

**RESOLVED FURTHER THAT** the shares may be allotted in accordance with ESOS-2025 directly by the Company in accordance with the Scheme and applicable laws and that the Scheme may also envisage for providing any financial assistance to the Eligible Employees, subject to applicable laws, to enable the Eligible Employees to acquire, purchase or subscribe to the Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall confirm to the accounting policies prescribed from time to time to the extent relevant and applicable to ESOS-2025 scheme.

**RESOLVED FURTHER THAT** the Board/Committee be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOS –2025 scheme on the Stock Exchange where the equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, Valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOS-2025 Scheme, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and all the acts, deeds, matters and things done by the Board are hereby ratified, confirmed and approved, without being required to seek any further consent or approval of the shareholders of the Company, and further to execute all such agreements, deeds, documents, writings etc. and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to ESOS-2025 scheme including any modification, alteration, amendment, suspension, withdrawal or termination of ESOS-2025 scheme and to take all such steps and do all such acts, deeds, things as may be incidental or ancillary thereto in compliance with the applicable laws.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and any other committee of the Company as constituted by the Board be and is hereby authorized to advise to the Board to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit subject to Shareholder’s approval, from time to time, in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, SEBI Regulations as amended, modified or re-enacted from time to time, the Memorandum and Articles of Association of the Company and any other applicable laws and that the variation is not prejudicial to the interest of the Employees.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee/ Compensation Committee and any other committee of the Company as constituted by the Board be and are hereby authorized to implement, administer/superintend the scheme including identifying the eligible employees and determining the number of options that may be offered to them pursuant to the Scheme.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary including authority to delegate all or any of the powers conferred herein, to any Committee of the Company, with power to such Committee to further delegate such powers to any executives/ officers of the Company to give effect to this resolution.”

**10. To Approve Extension of employee stock options under the Vital Employee Stock Option Scheme 2025 to the employees of any present or future group companies including subsidiary(ies) and/ or associate company(ies) in india or outside india, of the company as applicable:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**;  
**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (“the Act”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) read with such rules, guidelines and regulations issued by the Stock Exchanges or any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other consents, approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such consents, approvals, permissions and sanctions and in line with recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the members of the Company be and is hereby accorded to extend the benefits and coverage of the “Vital Employee Stock Option Scheme 2025” (“Scheme” or “ESOS-2025”) referred to in Resolution No. 9, and within the ceiling as enumerated therein to the eligible employees of Group Company(ies) [other than employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) who either himself or through his relative or through any body corporate directly or indirectly holds more than 10 % of the outstanding equity shares of the Company] which includes its Subsidiary/Associate company(ies) in India or outside India, of the company (present and future, if any) ( hereinafter referred as “Group Companies”), on such terms and in such manner as may be fixed or determined in this behalf by the Board or the Nomination and Remuneration Committee as per the provisions of the ESOS Scheme.

**RESOLVED FURTHER THAT** the Board/Nomination and Remuneration Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOS-2025, as it may deem fit and necessary, from time to time or to suspend, withdraw or revive the ESOS-2025, from time to time, in conformity with the provisions of the Act, the SBEB Regulations and other applicable laws unless such modification, change, variation, alteration or revision is detrimental to the interest of the Employees who have been granted Stock Options under the ESOS-2025 and effective implementation of ESOS-2025, subject to Shareholder’s approval and that the variation is not prejudicial to the interest of the Employees.”

**Registered office:**

B-406, Mondeal Heights, Opp. Karnavati Club,  
S. G. Highway, Ahmedabad- 380015, Gujarat.

**Place: Ahmedabad**

**Date: September 01, 2025**

For and on behalf of the Board of Directors

**VITAL CHEMTECH LIMITED**

**CIN: L24299GJ2021PLC127538**

Sd/-

**Vipul Bhatt**

**Chairman and Managing Director**

**DIN: 06716658**

## IMPORTANT NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, and subsequent circulars issued in this regard, latest being 09/2024 dated September 19, 2024 (“MCA Circulars”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard, latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the AGM of the Company is being held through VC on Saturday, September 27, 2025 at 02:00 p.m. IST. The deemed venue of the proceedings of the 4th AGM shall be the Registered Office of the Company at B-406, Mondeal Heights, Opp. Karnavati Club, S. G. Highway, Ahmedabad, 380015.
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
3. In view of the ‘Green Initiatives in Corporate Governance’ introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/reports/ documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/ update their email addresses with their Depository Participant(s).
4. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and subsequent circulars issued in this regard, the financial statements (including Board’s Report, Auditors’ Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ Skyline Financial Services Private Limited or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
5. The Notice has also been uploaded on the website of the Company at [www.vitalgroup.co.in](http://www.vitalgroup.co.in) & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
7. Pursuant to the Circular No. 14/2020 dated April 08, 2020 & subsequent circulars, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through evoting.
8. 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 for 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.
9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**11.** 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), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

**12.** For ease of conduct, Members who would like to ask questions may send their questions in advance at least seven (7) days before AGM mentioning their name, demat account number/folio number, email id, mobile number at [compliance@vitalgroup.co.in](mailto:compliance@vitalgroup.co.in) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

**13.** As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3.

**14.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

**15.** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 27, 2025. Members seeking to inspect such documents can send an email to [compliance@vitalgroup.co.in](mailto:compliance@vitalgroup.co.in).

**16.** Process and manner for Members opting for voting through Electronic means:

**i.** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting 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 National Securities Depository Limited (“NSDL”), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

**ii.** Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, September 20, 2025 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

**iii.** A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, September 20, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

**iv.** The e-voting period commences on Wednesday, September 24, 2025 from 9:00 A.M. (IST) and ends on Friday, September 26, 2025 up to 5:00 P.M. (IST). During this period, members holding shares in dematerialised form, as on cut-off date, i.e. as on Saturday, September 20, 2025 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.

**v.** Once the vote on resolutions is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

**vi.** The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 20, 2025.

**vii.** The Board has appointed M/s. SCS and Co LLP (M. No.: A41942, COP: 23630) Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

17. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who 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 the e-voting system during the AGM.

18. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website, [www.vitalgroup.co.in](http://www.vitalgroup.co.in)

19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

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

The remote e-voting period begins on Wednesday, September 24, 2025 from 9:00 A.M. (IST) and ends on Friday, September 26, 2025 up to 5:00 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 (cut-off date) i.e. Saturday, September 20, 2025, 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 Saturday, September 20, 2025.

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

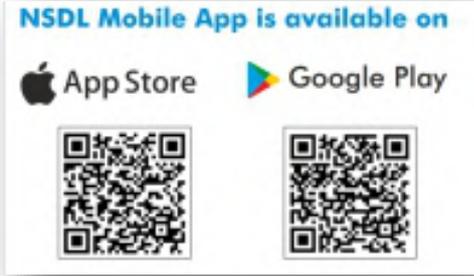
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 &amp; voting during the meeting.</p>
	<p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e -Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 &amp; voting during the meeting.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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*****.
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.

**6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**8. Now, you will have to click on "Login" button.**

**9. After you click on the "Login" button, Home page of e-Voting will open.**

**Step 2: Cast your vote electronically 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 whose 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@vitalgroup.co.in](mailto:compliance@vitalgroup.co.in).
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 [compliance@vitalgroup.co.in](mailto:compliance@vitalgroup.co.in). 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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 4th AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 4th AGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members/ shareholders, who will be present in the 4th AGM 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 during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 4th AGM. However, they will not be eligible to vote during the AGM.

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

1. Member will be provided with a facility to attend the EGM/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.
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 [compliance@vitalgroup.co.in](mailto:compliance@vitalgroup.co.in). The same will be replied by the company suitably.

**CONTACT DETAILS:**

<b>Company</b>	<b>VITAL CHEMTECH LIMITED</b> <b>Address:</b> B-406, Mondeal Heights, Opp. Karnavati Club, S. G. Highway, Ahmedabad-380015, Gujarat <b>Tel No.</b> 079-46005840 <b>Email:</b> <a href="mailto:compliance@vitalgroup.co.in">compliance@vitalgroup.co.in</a> <b>Web:</b> <a href="http://www.vitalgroup.co.in">www.vitalgroup.co.in</a> .
<b>Registrar and Transfer Agent</b>	<b>Skyline Financial Services Private Limited</b> D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area Phase-I, New Delhi-110020. <b>E-mail:</b> <a href="mailto:info@skylinerta.com">info@skylinerta.com</a> <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a> <b>Tel no.:</b> +91-22-49721245, 28511022
<b>e-Voting Agency &amp; VC / OAVM</b>	<b>Email:</b> <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> NSDL help desk 1800-222-990
<b>Scrutinizer</b>	<b>M/s SCS and Co LLP</b> <b>Ms. Anjali Sangtani (Membership M. No.: A41942, COP: 23630)</b> Office No. B- 1310, Thirteenth floor, "Shilp Corporate Park" Rajpath Rangoli Road, Thaltej, Ahmedabad-380054, Gujarat <b>Email:</b> <a href="mailto:scsandcollp@gmail.com">scsandcollp@gmail.com</a> ; <b>T No:</b> 079-40051702

# EXPLANATORY STATEMENT

**(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)**

## **ITEM NO. 3:**

**To ratify the remuneration payable to M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690) Cost Auditor of the Company for the Financial Year ended on March 31, 2025: Ordinary Resolution**

The Board of Directors at its meeting held on May 30, 2025, upon the recommendation of the Audit Committee, approved the appointment of M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690), Ahmedabad, to conduct the audit of the Cost records of the Company for the Financial Year 2025-26 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding all applicable taxes and reimbursement of out of pocket expenses. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditors, is required to be ratified by the Members of the Company.

The Board recommends the resolution set out under Item No. 03 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

## **ITEM NO. 04:**

**To consider Appointment of Mr. Ajay Kumar Agrawal (DIN: 05274908) as an Independent Director (Non-Executive Director) of the Company: Special Resolution**

Pursuant to the recommendations of Nomination and Remuneration Committee and in terms of the Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of the Association of the Company, the Board of Directors at their meeting held on 29th March 2025 has appointed Mr. Ajay Kumar Agrawal (DIN: 05274908) as an Additional Director (Non-Executive and Independent Director) of the Company who shall hold office up to the date of ensuing Annual General Meeting of the Company & further for a period of 5 years w. e. f. 29th March 2025 subject to Shareholders' approval.

Further, his appointment will be in accordance with the requirements under Section 149(10) of the Companies Act, 2013 and with the applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he will not be subject to liable to retire by rotation.

Considering the qualifications, knowledge and expertise of appointed Mr. Ajay Kumar Agrawal, the Board recommends his appointment as a Non-Executive Independent Director for a further period of 5 years w. e. f. 29th March 2025 till 28th March, 2030 (both days inclusive).

Mr. Ajay Kumar Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received declaration from Mr. Ajay Kumar Agrawal that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act.

Mr. Ajay Kumar Agrawal has also given declarations and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any Company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director. Mr. Ajay Kumar Agrawal has also confirmed that he is not debarred from holding the office of the Director by virtue of any SEBI order and/or any other such authority.

In the opinion of the Board, Mr. Ajay Kumar Agrawal fulfils the conditions of Independence as specified in the Act for his proposed appointment as an Independent Director and is independent of the Management.

Mr. Ajay Kumar Agrawal does not hold any Equity Shares in the Company and is not related to any Directors of the Company.

A copy of the letter of appointment of Mr. Ajay Kumar Agrawal as an Independent Director setting out the terms and conditions would be available for electronic inspection without any fee by the members till the date of AGM.

A brief profile of Mr. Ajay Kumar Agrawal is mentioned below in this Notice.

This Statement may also be regarded as a disclosure under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the resolution as set out in Item No. 4 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Ajay Kumar Agrawal and his relatives, none of the other Directors and/or Key Managerial Personnel of the company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

**Brief profile of Mr. Ajay Kumar Agrawal is as under: -**

Mr. Ajay Kumar Agrawal, Chartered Accountant, is a seasoned professional with over 42 years of experience in Finance & Accounts, Functional Consulting, IT Strategy, and Project Management. He has developed an extensive career spanning various industries including Manufacturing, FMCG, Retail, and Telecom.

Throughout his career, Mr. Agrawal has successfully managed Finance and IT function across various industries. In addition, he has also managed large-scale IT systems projects, involving project delivery, business requirement analysis, solution design, and business process improvements. His expertise extends to the integration and implementation of complex projects, ensuring seamless execution and optimal outcomes.

Mr. Agrawal is highly skilled in organization development, resource optimization, and cost management. He has a proven track record in Business Process Re-Engineering, offering best practices and mature insights to create lean and cost-effective processes.

His deep understanding of both the financial and operational aspects of business, combined with his vast experience across diverse sectors, makes Mr. Agrawal a valuable asset in organizational growth and efficiency.

**ITEM NO. 05 :**

**To consider Appointment of Mr. Vivek Dinesh Nathwani (DIN: 09791683) as an Independent Director (Non-Executive Director) of the Company: Special Resolution**

Pursuant to the recommendations of Nomination and Remuneration Committee and in terms of the Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of the Association of the Company, the Board of Directors at their meeting held on 30th May 2025 has appointed Mr. Vivek Dinesh Nathwani (DIN: 09791683) as an Additional Director (Non-Executive and Independent Director) of the Company who shall hold office up to the date of ensuing Annual General Meeting of the Company & for a further period of 5 years w. e. f. 30th May 2025 to 29th May, 2030 (both days inclusive) subject to Shareholders' approval.

Further, his appointment will be in accordance with the requirements under Section 149(10) of the Companies Act, 2013 and with the applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he will not be subject to liable to retire by rotation.

Considering the qualifications, knowledge and expertise of appointed Mr. Vivek Dinesh Nathwani, the Board recommends his appointment as a Non-Executive Independent Director for a further period of 5 years w. e. f. 30th May 2025 till 29th May 2030 (both days inclusive).

Mr. Vivek Dinesh Nathwani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received declaration from Mr. Vivek Dinesh Nathwani that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act.

Mr. Vivek Dinesh Nathwani has also given declarations and has confirmed that he has not been convicted of any offence in connection with the promotion, formation and/or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any Company under this Act or any previous company law in the last five years and that his total directorship in all companies shall not exceed the prescribed number of companies in which a person can be appointed as a director. Mr. Vivek Dinesh Nathwani has also confirmed that he is not debarred from holding the office of the Director by virtue of any SEBI order and/or any other such authority.

In the opinion of the Board, Mr. Vivek Dinesh Nathwani fulfils the conditions of Independence as specified in the Act for his proposed appointment as an Independent Director and is independent of the Management.

Mr. Vivek Dinesh Nathwani (DIN: 09791683) does not hold any Equity Shares in the Company and is not related to any Directors of the Company.

A copy of the letter of appointment of Mr. Vivek Dinesh Nathwani as an Independent Director setting out the terms and conditions would be available for electronic inspection without any fee by the members till the date of AGM.

A brief resume of Mr. Vivek Dinesh Nathwani is provided below in the Notice.

The Board of Directors recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Vivek Dinesh Nathwani and his relatives, none of the other Directors and/or Key Managerial Personnel of the company and/or their respective relatives are in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

**Brief profile of Mr. Vivek Dinesh Nathwani is as under: -**

Mr. Vivek Nathwani is a qualified Chartered Accountant from the Institute of Chartered Accountants of India since 2013. He completed his Master of Commerce (M.com) from the University of Mumbai in 2012 and his Bachelor of Commerce (B.com) from the University of Mumbai in 2010. He has also Passed the Post Qualification Course in Information Systems Audit (ISA) Assessment Test conducted by the Institute of Chartered Accountants of India in the year 2019. He has also completed the Certificate Course on Forensic Accounting and Fraud Prevention and Concurrent Audit of Banks from the Institute of Chartered Accountants of India in the year 2015 and 2017 respectively. He also holds a certificate for Emerging Leaders' Programme held at Indian Institute of Management, Ahmedabad in the year 2019.

He has more than 10 (ten) years of experience in Finance & Accounts operations, strategic financial planning, controls & risk management, financial & transactional advisory, cost management, and tax management, audits & assurance, reporting & documentation, fund / cash management and team building & leadership.

**ITEM NO. 06:**

**To consider and approve the Change in Designation of Mrs. Sangeeta Vipul Bhatt (DIN: 06716704) from Whole Time Director to Non- Executive Director of the Company and approve the remuneration payable to her: Special Resolution**

Mrs. Sangeeta Vipul Bhatt (DIN: 06716704) has been acting as Director of the Company since November 25, 2021 and She was appointed as the Whole Time Director of the Company for a period of five years from 15th February 2022. However, due to her personal reasons she is not involve in the day-to-day management responsibilities of the company and requested to the Board for change in designation from Whole-Time Director to Non-Executive Director of the company, the Board of Directors (at their meeting held on June 14, 2025) at the recommendation of the Nomination and Remuneration Committee (at their meeting held on June 14, 2025), has approved the re-designation of Mrs. Sangeeta Bhatt from Whole-Time Director to Non-Executive, Non-Independent Director of the Company, and the terms & conditions of appointment and remuneration and such other facilities as given mutually decided by the Board of Directors to Mrs. Sangeeta Bhatt as the Non-Executive Director with effect from June 14, 2025.

On the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on Monday, September 01, 2025 has considered approval of remuneration, i.e. up to Rs. 1,00,000 per month with such increments as may be decided by the Board from time to time to be paid to Mrs. Sangeeta Bhatt (DIN: 07941219) for her tenure as Non-Executive Director with effect from June 14, 2025. The other terms and conditions of her appointment, forming part of Explanatory Statement.

The Nomination and Remuneration Committee has also noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mrs. Sangeeta Vipul Bhatt (DIN: 06716704), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mrs. Sangeeta Vipul Bhatt is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

### General Information

**Nature of Industry:** The Company is in manufacturing of Chemicals sector.

**Date of commencement of commercial production:** The Company is already commenced its production.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

Financial performance based on given indicators:

Particulars	Standalone-Year Ended		Consolidated-Year Ended	
	31/03/2025	31/03/2024	31/03/2025	31/03/2024
Revenue From Operations	12022.87	10,173.26	13,390.37	9,827.38
Other Income	198.86	330.91	207.58	333.21
<b>Total Income</b>	<b>12,221.72</b>	<b>10,504.17</b>	<b>13,597.95</b>	<b>10,160.59</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	11256.58	9681.64	12,262.19	9807.84
<b>Profit /(Loss) before Depreciation, Finance Cost and Tax</b>	<b>965.15</b>	<b>822.53</b>	<b>1335.76</b>	<b>352.75</b>
Less: Depreciation	208.49	217.55	497.48	263.30
Less: Finance Cost	82.05	113.77	217.40	124.71
<b>Profit /(Loss) Before Tax</b>	<b>674.61</b>	<b>491.21</b>	<b>620.88</b>	<b>(35.26)</b>
Less: Current Tax	180.52	116.49	180.52	116.49
Less: Deferred tax Liability (Asset)	31.31	(27.63)	34.77	(21.52)
<b>Profit /(Loss) after Tax</b>	<b>462.77</b>	<b>402.35</b>	<b>405.59</b>	<b>(130.23)</b>

Export performance and net foreign exchange: During the year under review, the Company having export performance and net foreign exchange expenditure.

Particulars	For the Period Ended on March 31, 2025
<b>Foreign Exchange Earnings</b>	
<b>Sales</b>	
Receipts in Foreign Currency	163.89
FOB Value of Exports	123.18
<b>Foreign Exchange Outgoings</b>	
<b>Purchase</b>	
Payments in Foreign Currency	8094.00
CIF Value of Imports	7660.54

**Foreign Investment and collaborations, if any:** No collaborations have been made by the Company with any of foreign entity. In our company, Foreign Portfolio Investors hold 426,000 shares, and Non-Resident Indians (NRIs) hold 56,400 shares at the end of FY 2024-25.

### Information about the Director:

**Background Details:** Mrs. Sangeeta Vipul Bhatt (DIN: 06716704) aged 53 years, is the Promoter – Non-Executive Director of the Company. She holds degree of Bachelor of Commerce from Osmania University, Hyderabad. She has been associated with the organization since its inception and has valued her contribution to the important decisions of the company. She is having more than Eight years of experience in Chemical Industry, Accounts and the Administration of our Company.

**Past Remuneration:** Rs. 36 Lakhs p.a. for FY 2024-25

**Job Profile and her suitability:** As Non-Executive Director of the Company, she is responsible for the Accounts and the Administration of the Company, subject to superintendence, guidance and control of the Board of Directors. Taking into account her previous experience and knowledge in Chemical Industry, she is a fit and proper person as the Non-Executive Director of the Company.

**Terms and conditions of Remuneration: -**

Up to Rs. 1,00,000 per month with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 in the event of loss or inadequacy of profit in any Financial Year.

**Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mrs. Sangeeta Vipul Bhatt, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:**

Mrs. Sangeeta Vipul Bhatt has pecuniary relationship to the extent she is promoter group shareholder of the Company. she is wife of Mr. Vipul Bhatt (Chairman & Managing Director) And Mother of Mr. Jay Bhatt (Whole Time Director)

In compliance with the provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the remuneration as specified above for the tenure as Non-Executive Director to Mrs. Sangeeta Vipul Bhatt, is now being placed before the Members for their approval. The Board of Directors recommends the Special Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard II issued by ICSI is Annexure to Notice of 4th Annual General Meeting.

The Board of Directors is of the view that the remuneration payable to Mrs. Sangeeta Bhatt, is commensurate with her abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

Members may note that this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mrs. Sangeeta Vipul Bhatt, as Non-Executive Director of the Company.

Except, Mrs. Sangeeta Vipul Bhatt herself and Mr. Jay Bhatt & Vipul Bhatt being her relatives, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding in the Company.

**ITEMNO. 07:**

**Approval of Material Related Party Transactions with Vital Chemicals: Ordinary Resolution**

Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company. Vital Chemicals is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act, 2013. The value of proposed aggregate transactions with Vital Chemicals is likely to exceed the said threshold limit during the financial year 2025-26. Accordingly, transaction(s) entered with Vital Chemicals comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. Hence, approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Vital Chemicals in the financial year 2025-26.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and as amended till date the requisite information is given below:

Sr. No.	Particulars	Details
1	Name of the Related Party and its relationship with the listed entity	Vital Chemicals of Relationship: - Vital Chemicals is sole proprietorship of Mr. Vipul Bhatt, Promoter & Chairman & Managing Director of the Company.
2	Name of the director or key managerial personnel who is related, if any	Mr. Vipul Bhatt, Chairman & Managing Director, Mr. Jay Bhatt, Whole Time Director and Mrs. Sangeeta Bhatt, proposed Non-Executive Director of the Company and their relatives are concerned or interested.
3	Type of transaction	Sale and/or Purchase of Goods or materials providing and/or availing services (directly or through an agent), others.
4	Material terms and particulars of the proposed Transaction	Purchase of Raw Materials, Purchase of Products, Purchase of Packing material, Purchase of Finished goods Sale of Raw Material and Sale of Products and for any other purchase/sale transactions from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
5	Tenure of the proposed transaction	FY 2025-26
6	Value of the proposed transaction (not to exceed)	Rs. 25 Crores
7	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business
8	Justification as to why the RPTs are in the interest of the Company	In order smoothen business operations and consistent flow of desired quality and quantity of various goods / raw material for uninterrupted operations, it is proposed to procure / sale goods and/or raw material and availing/ rendering various services from/to Vital Chemicals.
9	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except Mr. Vipul Bhatt, Chairman & Managing Director, Mr. Jay Bhatt, Whole Time Director and Mrs. Sangeeta Bhatt, Non-Executive Director of the Company and their relatives are concerned or interested, financial or otherwise, in the Ordinary resolution as set out at Item No. 7 except as members.

The Members may note that in terms of the provisions of the provisions of the Companies Act & SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 7.

The Board recommends resolution set out under Item No. 7 for the approval of the Members by way of passing an Ordinary Resolution.

#### ITEM NO. 8:

##### **Approval of Material Related Party Transactions with Vital Synthesis Limited: Ordinary Resolution**

Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company. Vital Synthesis Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act, 2013. The value of proposed aggregate transactions with Vital Synthesis Limited is likely to exceed the said threshold limit during the financial year 2025-26. Accordingly, transaction(s) entered with Vital Synthesis Limited comes within the meaning of Related Party

Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. Hence, approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Vital Synthesis Limited in the financial year 2025-26.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and as amended till date the requisite information is given below:

Sr. No.	Particulars	Details
1	Name of the Related Party and its relationship with the listed entity	Vital Synthesis Limited of Relationship:- Vital Synthesis Limited is subsidiary Company of Vital Chemtech Limited.
2	Name of the director or key managerial personnel who is related, if any	Mr. Vipul Bhatt, Chairman & Managing Director, Mr. Jay Bhatt, Whole Time Director and Mrs. Sangeeta Bhatt, Non-Executive Director of the Company and their relatives are concerned or interested.
3	Type of transaction	Sale and/or Purchase of Goods or materials providing and/or availing services (directly or through an agent), others.
4	Material terms and particulars of the proposed Transaction	Purchase of Raw Materials, Purchase of Products, Purchase of Packing material, Purchase of Finished goods Sale of Raw Material and Sale of Products and for any other purchase/sale transactions from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
5	Tenure of the proposed transaction	FY 2025-26
6	Value of the proposed transaction (not to exceed)	Rs. 50 Crores
7	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business
8	Justification as to why the RPTs are in the interest of the Company	In order smoothen business operations and consistent flow of desired quality and quantity of various goods / raw material for uninterrupted operations, it is proposed to procure / sale goods and/or raw material and availing/ rendering various services from/to Vital Chemicals.
9	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except Mr. Vipul Bhatt, Chairman & Managing Director, Mr. Jay Bhatt, Whole Time Director and Mrs. Sangeeta Bhatt, Non-Executive Director of the Company and their relatives are concerned or interested, financial or otherwise, in the Ordinary resolution as set out at Item No. 8 except as members.

The Members may note that in terms of the provisions of the Companies Act & SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 8.

The Board recommends resolution set out under Item No. 8 for the approval of the Members by way of passing an Ordinary Resolution.

#### ITEM NO 09 & 10:

##### **Board Rationale for recommending the resolution:**

The purpose of the 'Vital Employee Stock Option Scheme 2025' is to reward, attract, motivate and retain eligible employees and Directors of the Company for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholders' value by aligning the interests of the eligible employees with the long-term interests of the Company.

The Nomination and Remuneration Committee (“NRC” /also referred to as “Compensation Committee”) shall act as the compensation committee for the administration of ESOS-2025. The NRC formulated the detailed terms and conditions of the Plan in accordance with Securities and Exchange Board Of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, which were duly approved by the Board of Directors at its meeting held on September 01, 2025, subject to approval of the Members by way of passing a special resolution. All questions of interpretation of the ESOS-2025 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOS-2025.

Under the Plan, the Company shall grant up to 4,80,000 (Four Lakhs Eighty Thousand) Employee Stock Options (‘Options’), in one or more tranches, to such eligible employees as may be determined by the NRC in terms of the Plan, that would entitle the grantees (in aggregate) to subscribe up to 4,80,000 (Four Lakhs Eighty Thousand) fully paid-up equity shares of Rs. 10 (Rupees Ten only). The salient features and other details of the Plan are given as under:

### 1. Brief description of the ESOS-2025:

The Board of Directors of the Company approved “Vital Employee Stock Option Scheme 2025” in its Board meeting held on September 01, 2025 agreed to issue ‘Vital Employee Stock Option Scheme 2025’, subject to the approval of the shareholders.

With a view to motivate its key work force for their contribution to the corporate growth, to foster a spirit of entrepreneurial mindset, to attract new talents and to retain them for ensuring sustained growth, the Board of Directors approved introduction and implementation of ‘Vital Employee Stock Option Scheme 2025’, subject to the approval of the shareholders. The Plan shall be operated and administered by the Nomination and Remuneration Committee (‘NRC’ or ‘NRC Committee’). The Plan contemplates grant of Options to the eligible employees as defined in the Plan, subject to fulfilment of certain condition(s) as defined in the Plan. The vesting of the options shall be in accordance with conditions as determined by the NRC. There shall be a minimum period of One Year between Grant of Options and Vesting of Options. After vesting of options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The NRC Committee of the Company shall supervise and administer the ESOS-2025. All questions of interpretation of the ESOS-2025 shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the ESOS-2025.

### 2. The total number of options, shares or benefits, as the case may be, to be offered and granted:

The maximum number of Shares that may be issued under this Plan being granted to eligible employees of the Company and its group companies including subsidiary / associate company(ies) under Scheme, shall not exceed 4,80,000 (Four Lakhs Eighty Thousand) stock options exercisable into equity shares not exceeding 4,80,000 (Four Lakhs Eighty Thousand) (or such adjusted numbers for corporate action of the Company as prescribed in the Plan), having face value of Rs. 10/- (Rupees Ten only) per equity share.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOS-2025 remains the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

### 3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

As per the scheme, an ‘Employee’ means:

- (i) An employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether whole time or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an independent director; or
- (iii) an employee as defined in sub clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India of the company **but excludes:** -
  - (a) an Employee who is a Promoter or a person belonging to the Promoter Group; or
  - (b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly, holds more than 10% of the issued and subscribed Shares of the Company.
  - (c) a director being an Independent Director.

**4. Requirements of Vesting, period of Vesting & Maximum period within which options shall be vested:**

The options would vest not earlier than 1 (One) year and not later than the maximum vesting period of 3 (Three) years from the date of grant of such Options. The Nomination and Remuneration Committee has power to determine the vesting period which may vary for the eligible employees which will be specified in their Grant Letter, based on the criteria that will be specifically determined by the Committee. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics for each round of grant, on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest. The exact no. of options which would be granted and the exact period over which the options would vest would be determined by the Nomination and Remuneration Committee, subject to the minimum vesting period permitted under the regulations, as amended from time to time. Provided further that in the event of death or permanent incapacity of an employee, the minimum vesting period of one year shall not be applicable and in such instances, the options shall vest, with effect from the date of his/her death or permanent incapacity, in the legal heirs or nominees of the deceased employee, as the case may be.

**5. Exercise price, purchase price or pricing formula:**

Exercise Price is the price, payable by the employee for exercising the option. Pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company granting options to its employees pursuant to Employee Stock Option Scheme will have the freedom to determine the exercise price, which shall in no case be lesser than the face value of the equity shares and not higher than the prevailing Market Price of the Shares of the Company as on the Grant Date and subject to conforming to the accounting policies specified in Regulation 15.

**Regulation 15 provides as below:**

Any company implementing any of the share based schemes shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share based Payments' issued in that regard from time to time, Hence, the Exercise Price will be accordingly determined by the Nomination and Remuneration Committee in accordance with the Regulations and disclosed appropriately.

**6. Exercise period/offer period and process of exercise/ acceptance of offer:**

A Grantee can Exercise the vested Options by making a payment to the Company on the date of Exercise equal to the Exercise Price (as may be applicable) and the applicable perquisite tax. Payment of the Exercise Price shall be made by a crossed cheque, or a demand draft drawn in favour of the Company or in such other manner as may be determined by the Nomination and Remuneration Committee from time to time.

Unless otherwise determined by the Nomination and Remuneration Committee on case-to-case basis, the Grantee, can Exercise the vested Options within 60 days, from the date of closure of vesting period, as may be determined by the Nomination and Remuneration Committee and intimated to the Grantees in writing.

The Vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options. The Options shall be deemed to have been exercised when an Employee makes an application in writing and payment of exercise price to the Company or by any other means as decided by the Nomination and Remuneration Committee, for the issuance of the Equity Shares against the Options vested in him/her. Subject to the approval of the Nomination and Remuneration Committee, upon receipt of completed and valid exercise applications the company may from time to time allot equity shares in a dematerialised mode. The Options not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options.

**7. The appraisal process for determining the eligibility of employees for the scheme:**

The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration Committee, and may be based on various criteria including role/designation of the employee, length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.

**8. Maximum number of options or shares, as case may be, to be offered and issued per employee and in aggregate, if any:**

The maximum number of Stock Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of the Stock Options or such limit as prescribed under regulation 6(3)(d) of the SEBI (SBEB) Regulations applicable for the in being in force. The Committee may decide to grant Stock Options exceeding the above limits, subject to the separate approval of the shareholders in a general meeting. The Committee shall determine the quantum of stock options to be granted under the plan per option holder and in aggregate subject to the ceiling under the plan. The total number of Stock Options to be granted upto 4,80,000 (Four Lakhs Eighty Thousand) Stock Options convertible into not more than 4,80,000 (Four Lakhs Eighty Thousand) Equity Shares.

**9. Maximum quantum of benefits to be provided per employee under a Scheme:**

No benefit other than grant of options is envisaged under the scheme. Maximum benefit shall accordingly refer to the maximum number of options that may be issued per employee.

**10. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**

The Company shall directly implement and administer the scheme through the Board/the Nomination & Remuneration Committee.

**11. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**

Company shall issue new shares on exercise of stock options under the scheme.

**12. The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:**

Not Applicable

**13. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:**

Not Applicable

**14. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:**

Members are requested to note that the Company shall conform to the applicable Accounting Standards and Policies as applicable to the Company and specified in Regulation 15 of the Regulations, from time to time.

**15. The method which the Company shall use to value its options:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method or Fair Value Method as per applicable Accounting Standards and other regulatory provisions for valuation of Stock Based Instruments granted. If Intrinsic Value Method is used the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Based Instruments and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Board's report.

**16. Period of lock-in:**

Subject to Applicable Law, the Shares allotted pursuant to exercise of options, will be subject to lock in of 1 (one) year from the date of allotment of Equity Shares upon exercising of such vested Options.

**17. Listing of shares:**

Subject to the approval of the stock exchanges the relevant equity shares on exercise of the options shall be listed on the stock exchange(s) on which the securities of the Company are listed.

**18. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

Not Applicable

**19. Any interest of Key Managerial Personnel, Directors or Promoters in such Plan or Trust and effect thereof:**

As per the SEBI Regulations and terms of the Plan, the Promoters, person belonging to the promoters group and Independent Directors of the Company are not entitled to any stock options. The key managerial personnel and non-independent directors of the Company may be deemed to be concerned or interested in the Plan to the extent of their respective shareholding or number of options that may be granted to them pursuant to the Plan.

**20. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised**

The voting rights in respect of the equity shares proposed to be allotted under the Scheme shall be exercised by the respective shareholders in whose name the shares are registered as beneficial owners in the records of the Company/Depository, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The persons to whom such shares are issued and allotted shall be entitled to exercise voting rights proportionate to their shareholding in the Company, in the manner prescribed under law.

The consent of the shareholders is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations for implementation of ESOS-Scheme 2025.

The Board of Directors recommend implementation of ESOS-2025 for the employees of the Company and its Group companies including its subsidiary company(ies) and/or associate company(ies) as applicable Pursuant to Regulation 6(1) of SBEB Regulations and Section 62(1) (b) of the Act, approval of the Members is being sought, by way of a special resolution, for approval of the Plan and issue of shares to the eligible employees of the Company under the said Plan as detailed in Resolution No.9 of this Notice. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a separate special resolution for extending and granting the Options under the Plan to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) as detailed in Resolution No.10 of this Notice.

A draft copy of ESOS-2025 is available for inspection at the Registered office and corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). The same is also available on the website of the Company at [www.vitalgroup.co.in](http://www.vitalgroup.co.in) to facilitate online inspection till the conclusion of Annual General Meeting.

Accordingly, the resolutions at Item No. 9 and 10 of this Notice is recommended by the Board of Directors of the Company for the approval of the members as Special resolutions respectively.

None of the Promoters, members of promoter group and Independent Directors of the Company and their relatives are concerned or interested, financially or otherwise in the Resolutions stated at Item Nos. 9 & 10. Other Directors and Key Managerial Personnel may be deemed to be interested in the above resolutions to the extent of their respective shareholding in the Company and number of options which may be granted to them, if any, pursuant to implementation of the Plan.

**Registered office:**

B-406, Mondeal Heights, Opp. Karnavati Club,  
S. G. Highway, Ahmedabad- 380015, Gujarat.

**Place: Ahmedabad**

**Date: September 01, 2025**

For and on behalf of the Board of Directors  
**VITAL CHEMTECH LIMITED**  
**CIN: L24299GJ2021PLC127538**

Sd/-

**Vipul Bhatt**

**Chairman and Managing Director**

**DIN: 06716658**

## Annexure - A

### to Notice of 4th Annual General Meeting Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI on General Meetings

<b>Name of Director</b>	Mr. Sangeeta Vipul Bhatt	Mr. Ajay Kumar Agrawal	Mr. Vivek Nathwani
<b>DIN</b>	06716704	05274908	09791683
<b>Age</b>	53 years	68 Years	37 Years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Birth</b>	September 06, 1971	December 08, 1956	July 09, 1988
<b>Qualification</b>	Bachelor of Commerce from Osmania University, Hyderabad	Chartered Accountant	Chartered Accountant
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	She is having more than Eight years of experience in Chemical Industry, Accounts and the Administration of our Company.	He has more than 42 years of experience in Finance & Accounts, Functional Consulting, IT Strategy, and Project Management.	He has more than 10 years of experience in Finance & Accounts operations, strategic financial planning, controls & risk management, financial & transactional advisory, cost management, and tax management, audits & assurance, reporting & documentation, fund / cash management and team building & leadership.
<b>Shareholding in the Company as on March 31, 2024</b>	Holds 43,87,500 Equity Shares	Nil	Nil
<b>Terms &amp; Conditions</b>	Liable to retire by rotation	Appointment for a term of 5 (Five) consecutive years, not liable to retire by rotation.	Appointment for a term of 5 (Five) consecutive years, not liable to retire by rotation.
<b>Remuneration Last Drawn</b>	Rs. 3600000 p.a.	NA	NA
<b>Remuneration sought to be paid</b>	Up to Rs. 1,00,000 per month	No remuneration is payable other than sitting fees.	No remuneration is payable other than sitting fees.
<b>Number of Board Meetings attended during the Financial Year 2024-25</b>	09 Meeting out of 09 Board Meetings	NA	NA
<b>Date of Original Appointment</b>	November 25, 2021	March 29, 2025	May 30, 2025
<b>Date of Appointment in current terms</b>	June 14, 2025	March 29, 2025	May 30, 2025
<b>Directorships held in public companies including deemed public companies</b>	Vital Synthesis Limited Vital Wellness Limited	NA	Solarium Green Energy Limited VMS TMT Limited
<b>Memberships / Chairmanships* of committees of public companies</b>	Nil	Membership-1, Chairmanship-1	Membership-3, Chairmanship-2
<b>Inter-se Relationship with other Directors<sup>^</sup></b>	She is Spouse of Mr. Vipul Bhatt and Mother of Mr. Jay Vipul Bhatt.	Mr. Ajay Kumar Agrawal is not related to any of the Directors of the Company.	Mr. Vivek Nathwani is not related to any of the Directors of the Company.
<b>Listed entities from which the person has resigned in the past three years</b>	Nil	Nil	Nil
<b>Information as required pursuant to NSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018</b>	Mrs. Sangeeta Vipul Bhatt is not debarred from holding the office of director pursuant to any SEBI order.	Mr. Ajay Kumar Agrawal is not debarred from holding the office of director pursuant to any SEBI order.	Mr. Vivek Nathwani is not debarred from holding the office of director pursuant to any SEBI order.

\*Includes only Audit Committee and Stakeholders' Relationship Committee.

<sup>^</sup>In accordance with SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013.