

NOTICE TO MEMBERS

Notice is hereby given that the 10th Annual General Meeting ("AGM") of the Members of **MCON RASAYAN INDIA LIMITED** ("the Company") will be held on Monday, September 28th, 2026 at 11:00 A.M. through Video Conferencing / Other Audio-Visual Means (VC / OAVM), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 101/A, 1st Floor, Maxheal House, Plot-169, CTS-104, Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai, Maharashtra, India, 400090

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS:

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

To receive, consider and adopt the Audited Financial Statement for the financial year ended on March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT the Board's Report with Annexures, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended March 31, 2026 and the Financial Statement as at that date together with the Independent Auditors' Report thereon be and are hereby considered, approved and adopted."

ITEM NO. 2: RE-APPOINTMENT OF MR. NANDAN DILIP PRADHAN (DIN: 09828134) AS A WHOLE TIME DIRECTOR, LIABLE TO RETIRE BY ROTATION:

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 152 (6) of the Companies Act 2013 and other applicable provisions, Mr. Nandan Dilip Pradhan (DIN: 09828134) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Whole Time Director of the Company."

ITEM NO. 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY.

To consider and if thought fit, to Pass, with or without modification(s), the following resolutions as **Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Patkar and Pendse, Chartered Accountants (Firm Registration No. 107824W), who have been recommended by the Board of Directors of the Company at its meeting held on May 27, 2026, and whose appointment is subject to the approval of the Members, be and are hereby appointed as the Statutory Auditors of the Company for a term commencing from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, proper or expedient to give effect to this resolution.

SPECIAL BUSINESS:

ITEM NO. 4 : APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH R K TRADER

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 applicable provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provision(s), if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and pursuant to the Company's Policy on Related Party Transactions and the resolutions passed by the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Company for related party transaction(s) and/or contract(s) and/or arrangement(s), entered into or to be entered into during the Financial Year 2026-27, with **R K Trader, a sole proprietorship concern of Mrs. Puja Mahesh**

Bhanushali, being material in terms of Regulation 23(1) and requiring approval of the Members pursuant to Regulation 23(4) of the SEBI Listing Regulations, on such terms and conditions as may mutually be agreed between the Company and the related party, subject to such transaction(s) and/or contract(s) and/or arrangement(s) being on an arm's length basis and entered into in the ordinary course of business of the Company, **up to an aggregate limit of ₹20,04,26,000 (Rupees Twenty Crore Four Lakh Twenty-Six Thousand only)**, whether entered into individually or taken together with previous transaction(s) during the Financial Year 2026-27."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee be and is hereby authorised to agree, make, accept and finalise such terms and conditions as may be deemed fit from time to time and to execute all such agreement(s), document(s), instrument(s) and writing(s) and do all such act(s), deed(s), matter(s) and thing(s) as may be required or deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company and to settle any question or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Members, **subject always to the overall limits and parameters approved by the Members and the applicable provisions of law.**"

"RESOLVED FURTHER THAT all actions taken by the Board or its Audit Committee or any person authorised as above, **in connection with giving effect to this resolution**, be and are hereby approved, ratified and confirmed in all respects."

"RESOLVED FURTHER THAT any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to do all such act(s), deed(s), matter(s) and thing(s) as may be incidental thereto."

ITEM NO. 5 : APPROVAL OF REVISION IN REMUNERATION OF MR. MAHESH RAVJI BHANUSHALI (DIN: 07585072), MANAGING 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 section 196, 197, 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of Companies Act 2013 (including any amendments thereto or modification(s) or re-enactments(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals and consent as may be required, consent of the members of the Company be and is hereby accorded to approve the remuneration of Mr. Mahesh Ravji Bhanushali (DIN: 07585072), Managing Director & Chairman of the Company, effective from **1st October, 2026** until the expiry of his term of office, if not reappointed, on following term and conditions of remuneration:

1. Gross Salary of Rs. 3,00,000/- per month (Three Lakhs Only) including components like Basic, HRA, Travel allowance, medicals allowance and city compensatory allowance.
2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme.

RESOLVED FURTHER THAT if in any financial year, during the aforesaid period, the Company has no profits or its profits are inadequate then in such circumstances Mr. Mahesh Ravji Bhanushali, Managing Director & Chairman, may be paid remuneration in accordance with the provisions of Schedule V to the Companies Act 2013 or any modification(s) thereto or as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient to give effect to this resolution and matters connected herewith and incidental hereto."

ITEM NO. 6 : APPROVAL OF REVISION IN REMUNERATION OF MR. CHETAN RAVJI BHANUSHALI (DIN: 09341600), WHOLE-TIME 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 section 196, 197, 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of Companies Act 2013 (including any amendments thereto or modification(s) or re-enactments(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals and consent as may be required, consent of the members of the Company be and is hereby accorded to approve the remuneration of Mr. Chetan Ravji Bhanushali (DIN: 09341600), Whole-

Time Director of the Company, effective from **1st October, 2026** until the expiry of his term of office, if not reappointed, on following term and conditions of remuneration:

1. Gross Salary of Rs. 2,25,000/- per month (Two Lakhs Twenty Five Thousand Only) including components like Basic, HRA, Travel allowance, medicals allowance and city compensatory allowance.
2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme.

RESOLVED FURTHER THAT if in any financial year, during the aforesaid period, the Company has no profits or its profits are inadequate then in such circumstances, Mr. Chetan Ravji Bhanushali (DIN: 09341600), Whole-Time Director, may be paid remuneration in accordance with the provisions of Schedule V to the Companies Act 2013 or any modification(s) thereto or as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient to give effect to this resolution and matters connected herewith and incidental hereto.”

ITEM NO. 7 : APPROVAL OF REVISION IN REMUNERATION OF MR. NANDAN DILIP PRADHAN (DIN: 09828134), WHOLE-TIME 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 section 196, 197, 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of Companies Act 2013 (including any amendments thereto or modification(s) or re-enactments(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals and consent as may be required, consent of the members of the Company be and is hereby accorded to approve the remuneration of Mr. Nandan Dilip Pradhan (DIN: 09828134), Whole-Time Director of the Company, effective from **1st October, 2026** until the expiry of his term of office, if not reappointed, on following term and conditions of remuneration:

1. Gross Salary of Rs. 4,65,000/- per month (Four Lakhs Sixty Five Thousand Only) including components like Basic, HRA, Travel allowance, medicals allowance and city compensatory allowance.
2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme.

RESOLVED FURTHER THAT if in any financial year, during the aforesaid period, the Company has no profits or its profits are inadequate then in such circumstances Mr. Nandan Dilip Pradhan (DIN: 09828134), Whole-Time Director, may be paid remuneration in accordance with the provisions of Schedule V to the Companies Act 2013 or any modification(s) thereto or as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient to give effect to this resolution and matters connected herewith and incidental hereto.”

By Order of the Board

For Mcon Rasayan India Limited

Sd/-

Mrs. Aesha Karan Shah

Company Secretary

Membership No.: A62487

Add: B-501 Himachal CHS,

S.V. Road, Malad West, Mumbai – 400064

Date: 24.08.2026

Place: Mumbai

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 3, 4, 5, 6 & 7 of the accompanying Notice dated August 24, 2026:

For Item No.3:

The present Statutory Auditors of the Company, M/s. Devang Kumar Dand & Associates, Chartered Accountants (FRN 135250W), shall complete their term of appointment at the conclusion of the ensuing Annual General Meeting in accordance with the provisions relating to rotation of auditors under Section 139(2) of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on May 27, 2026 has recommended the appointment of M/s. Patkar and Pendse, Chartered Accountants (FRN 107824W), as the Statutory Auditors of the Company for a term of five (5) consecutive years, to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company, to audit the financial statements of the Company for the financial years 2026-27 to 2030-31 (both inclusive), at a remuneration of ₹2,50,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2026-27, and at such remuneration as may be approved by the Board of Directors in consultation with the Statutory Auditors from time to time.

The Company has received the written consent of M/s. Patkar and Pendse, Chartered Accountants, to act as the Statutory Auditors of the Company along with a certificate confirming that their appointment, if made, will be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Disclosure as per Regulation 36(5) of SEBI (LODR), 2015

Sr. No.	Particulars	Disclosure
1	Proposed fees payable to the statutory auditor	₹2,50,000/- per annum, plus applicable taxes and reimbursement of out-of-pocket expenses, for FY 2026-27
2	Material change in the fee payable to current auditor from that paid to the outgoing auditor along with the rationale for such change	Fee payable to the outgoing Statutory Auditors, M/s. Devang Kumar Dand & Associates, was ₹2,00,000/- per annum. The proposed fee payable to M/s. Patkar and Pendse is ₹2,50,000/- per annum, representing an increase of 25% over the fee paid to the outgoing Statutory Auditors. The increase is proposed considering the scope and nature of audit, professional requirements and prevailing professional fee levels.
3	Term of appointment	The Board, at its meeting held on 27 th May 2026, approved and recommended the appointment of M/s. Patkar and Pendse, Chartered Accountants (FRN 107824W), as Statutory Auditors of the Company, subject to shareholder approval at the ensuing 10 th Annual General Meeting. Upon approval, they shall hold office for a first term of five (5) consecutive years, from the conclusion of the ensuing AGM until the conclusion of the 15th AGM of the Company, covering FY 2026-27 to FY 2030-31
4	Basis of recommendation for appointment	The Audit Committee and the Board of Directors considered, inter alia, the experience, expertise, industry knowledge, audit quality, independence, peer review status, eligibility under the Companies Act, 2013, and the proposed scope of engagement, while recommending the appointment of M/s. Patkar and Pendse as the Statutory Auditors of the Company.
5	Credentials of the Auditor	M/s. Patkar and Pendse, Chartered Accountants (FRN 107824W), is a peer-reviewed firm of Chartered Accountants established in 1981, having more than four decades of experience in statutory audit, internal audit, assurance, taxation, regulatory compliances and other professional services. The firm has experience of providing professional services to clients across diverse sectors. The Company has received their written

	consent and certificate confirming their eligibility for appointment under the applicable provisions of the Companies Act, 2013.
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The auditors have further confirmed that they are not disqualified from being appointed as the Statutory Auditors of the Company.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

For Item Nos. 4:

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") mandate prior approval of the Members through a resolution for all material related party transactions and subsequent material modifications thereto, as defined by the Audit Committee, even where such transactions are undertaken in the ordinary course of business and on an arm's length basis.

Pursuant to Regulation 23(1) of the SEBI Listing Regulations, with effect from April 1, 2025, in the case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party is considered material if the transaction(s) to be entered into, individually or taken together with previous transaction(s) during a financial year, exceed ₹50 crore or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower.

The revenue from operations of the Company, as per the Audited Financial Results for the financial year ended March 31, 2026, is ₹6,524.16 lakh. Accordingly, 10% thereof amounts to approximately ₹652.42 lakh. Therefore, the applicable materiality threshold for related party transactions of the Company for FY 2026-27 is approximately ₹6.52 crore.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines a "related party transaction", inter alia, to include a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged.

Mcon Rasayan India Limited ("Company") is engaged in the business of manufacturing, marketing and sale of construction chemicals and modern building materials, including, inter alia, waterproofing products, tile adhesives, wall putty, concrete repair systems and other building finishing products. **R K Trader**, a sole proprietorship concern of **Mrs. Puja Mahesh Bhanushali, Non-Executive Director of the Company**, is engaged in the business of construction chemicals as a contractor/dealer and is a related party of the Company in terms of the applicable provisions of law.

Considering the nature of the respective businesses and the long-standing commercial relationship, the Company has entered into and proposes to enter into certain related party transaction(s), contract(s) and/or arrangement(s) with R K Trader during FY 2026-27, including sale of finished goods, purchase of goods and such other transactions as more particularly described hereinafter, on mutually agreed commercial terms, in the ordinary course of business and on an arm's length basis.

The proposed sale of finished goods to R K Trader forms part of the Company's ordinary business operations and facilitates the sale and distribution of the Company's construction chemical products through an established business channel. Similarly, the proposed purchase transactions are intended to meet the business and operational requirements of the Company on commercially acceptable terms. The proposed transactions are expected to facilitate continuity of business, efficient movement and availability of goods and better utilisation of the Company's business and distribution network and are considered to be in the overall interest of the Company and its Members.

The Company also proposes to continue the existing rental arrangement for premises used for its business operations. The premises are considered suitable for the operational requirements of the Company and the continuation of the arrangement ensures uninterrupted availability of the premises and operational convenience. The rental terms are proposed to be determined on an arm's length basis having regard to prevailing market rental rates and other relevant commercial considerations.

The proposed transactions have been reviewed by the Audit Committee on the basis of the relevant information and supporting documents placed before it by the Management. The Audit Committee has considered, inter alia, the nature and tenure of the proposed transactions, the commercial rationale thereof, the proposed monetary limits, the basis of pricing and the arm's length nature of the transactions. The transactions are proposed to be undertaken on terms which are considered fair and reasonable and in the ordinary course of business of the Company.

The proposed sale of finished goods with R K Trader during FY 2026-27 is estimated at an amount not exceeding **₹19.00 crore** and the proposed purchase of goods is estimated at an amount not exceeding **₹1.00 crore**. The rental transaction is included

in the same shareholder approval, the proposed office rent of **₹4.26 lakh** shall also form part of the aggregate limit. Accordingly, the aggregate value of the proposed transactions is expected to exceed the materiality threshold applicable to the Company under Regulation 23(1) of the SEBI Listing Regulations.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications thereof require prior approval of the Members. Accordingly, prior approval of the Members is being sought for the aforesaid transaction(s), contract(s) and/or arrangement(s) proposed to be entered into and/or continued with R K Trader during FY 2026-27, within the limits specified in the Resolution and the disclosures forming part of this Explanatory Statement.

The Audit Committee, after considering the relevant details and information furnished by the Management, including the information required to be placed before it in accordance with the applicable Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", has reviewed and approved the proposed transactions and recommended the same to the Board of Directors, subject to approval of the Members. The Board of Directors, on the recommendation of the Audit Committee, has approved the proposed transactions and recommends the Resolution set out at Item No. 4 of this Notice for approval of the Members.

The information required to be disclosed to the Members under the applicable provisions of the Companies Act, 2013 and the rules made thereunder is set out below. The additional disclosures required pursuant to the applicable Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", as applicable and as amended from time to time, are provided separately as part of this Explanatory Statement.

PARTICULARS PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013 READ WITH RULE 15 OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014 AND ADDITIONAL PARTICULARS RELATING TO OMNIBUS APPROVAL PURSUANT TO SECTION 177 OF THE ACT READ WITH RULE 6A THEREOF AND REGULATION 23 OF THE SEBI LISTING REGULATIONS.

A. PARTICULARS UNDER SECTION 188 READ WITH RULE 15:

Sr. No.	Particulars	Details
1	Name of the Related Party	R K Trader, a sole proprietorship concern of Mrs. Puja Mahesh Bhanushali
2	Name of the Director or Key Managerial Personnel who is related, if any	Mrs. Puja Mahesh Bhanushali, Non-Executive Director and Proprietor of R K Trader; Mr. Mahesh Ravji Bhanushali, Managing Director & Chairman, being husband of Mrs. Puja Mahesh Bhanushali
3	Nature of relationship	Mrs. Puja Mahesh Bhanushali, Non-Executive Director of the Company, is the Proprietor of R K Trader. Mr. Mahesh Ravji Bhanushali, Managing Director & Chairman of the Company, is her husband. Mr. Chetan Ravji Bhanushali, Whole-time Director and brother of Mr. Mahesh Ravji Bhanushali, may also be regarded as concerned or interested in the Resolution.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The Company proposes to enter into and/or continue contract(s), arrangement(s) and transaction(s) with the Related Party during FY 2026-27 , comprising: (i) sale of finished goods up to ₹19.00 crore; (ii) purchase of goods up to ₹1.00 crore; and (iii) office rent up to ₹4.26 lakh , aggregating to an amount not exceeding ₹20,04,26,000 (Rupees Twenty Crore Four Lakh Twenty-Six Thousand only) . The transactions shall be undertaken in the ordinary course of business and on an arm's length basis and on such mutually agreed commercial terms and conditions as may be considered appropriate, subject to the overall limits approved by the Members.
5	Any other information relevant or important for the Members to take a decision on the proposed resolution	The proposed transactions are recurring/repetitive in nature and are considered necessary and commercially expedient for the business and operational requirements of the Company. The proposed transactions have been reviewed and approved by the Audit Committee and the Board of Directors, subject to approval of the Members, and shall be undertaken in accordance with the applicable provisions of law and the Company's Policy on Related Party Transactions.

B. ADDITIONAL PARTICULARS RELATING TO OMNIBUS APPROVAL UNDER SECTION 177 READ WITH RULE 6A AND REGULATION 23

Sr. No.	Particulars	Details
1	Whether omnibus approval is being sought	Yes. Omnibus approval is proposed considering the repetitive and recurring nature of the transactions expected to be undertaken with the Related Party during FY 2026-27.
2	Justification for the need for omnibus approval	The sale and purchase transactions with R K Trader are expected to occur on a recurring basis during the normal course of business throughout FY 2026-27. The office-rental arrangement is also recurring in nature. Omnibus approval facilitates efficient conduct of such recurring transactions while ensuring that they remain within the monetary limits, pricing parameters and other conditions approved by the Audit Committee and the Members.
3	Nature and duration / period of the transactions	Sale of finished goods: April 1, 2026 to March 31, 2027. Purchase of goods: April 1, 2026 to March 31, 2027. Office rent: April 1, 2026 to March 31, 2027.
4	Maximum aggregate value of transactions proposed under the omnibus approval which can be allowed under the omnibus route in a year	₹20,04,26,000 , comprising sale of finished goods up to ₹19.00 crore, purchase of goods up to ₹1.00 crore and office rent up to ₹4.26 lakh.
5	Maximum value per transaction	Sale/Purchase of goods: up to ₹1.00 crore per transaction. Office rent: up to ₹2.00 lakh per transaction.
6	Indicative base price/current contracted price and formula or basis for variation in price, if any	Sale/Purchase of goods: Pricing shall be determined on an arm's length basis having regard to prevailing market prices, comparable third-party transactions, quantity, product specifications, credit terms, freight and other relevant commercial considerations. Prices may vary from time to time depending upon prevailing market and commercial conditions. Office rent: Rental shall be determined on an arm's length basis having regard to prevailing market rental rates for comparable premises, location, area, amenities and other relevant commercial factors.
7	Review of transactions entered into pursuant to the omnibus approval	Details of transactions entered into pursuant to the omnibus approval shall be placed before the Audit Committee for review at least on a quarterly basis , in accordance with Regulation 23 of the SEBI Listing Regulations and other applicable provisions.

DETAILS PURSUANT TO THE RPT INDUSTRY STANDARDS ON 'MINIMUM INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE AND SHAREHOLDERS FOR APPROVAL OF RELATED PARTY TRANSACTIONS' ISSUED PURSUANT TO SEBI CIRCULAR DATED JUNE 26, 2025, AS MODIFIED BY SEBI CIRCULAR DATED OCTOBER 13, 2025, READ WITH THE APPLICABLE CIRCULARS ISSUED BY THE STOCK EXCHANGES.

PART-A - MINIMUM INFORMATION OF THE PROPOSED RPT		
A (1) - BASIC DETAILS OF THE RELATED PARTY		
Sr. No.	Particulars	Information
01	Name of the related party	R K Trader , a sole proprietorship concern of Mrs. Puja Mahesh Bhanushali
02	Country of incorporation of the related party	India (<i>R K Trader is a sole proprietorship concern and is not incorporated as a separate legal entity</i>)
03	Nature of business of the related party	Dealer/contractor in construction chemicals and related products

A (2) - RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY		
Sr. No.	Particulars	Information
01	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	R K Trader is a sole proprietorship concern of Mrs. Puja Mahesh Bhanushali, Non-Executive Director of Mcon Rasayan India Limited. Accordingly, R K Trader is a related party of the Company. Mr. Mahesh Ravji Bhanushali, Managing Director & Chairman of the Company, is the husband of Mrs. Puja Mahesh Bhanushali.
	➤ Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary) , whether direct or indirect, in the related party.	Not Applicable. R K Trader is a sole proprietorship concern and does not have share capital. The Company has no ownership interest in R K Trader.
	➤ Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary) .	Nil.
	➤ Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) . Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	Mrs. Puja Mahesh Bhanushali, Proprietor of R K Trader holds 1,13,625 equity shares of Listed entity representing approximately 1.55% of the Company's equity share capital. Further, Mr. Mahesh Ravji Bhanushali, husband of Mrs. Puja Mahesh Bhanushali holds 47.79%, being shareholding of a relative. Aggregate: 49.34%
A (3) - DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY		
Sr. No.	Particulars	Information
01	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	FY 2025-26: Office Rent – ₹3,96,000/- Sale of Goods – ₹ 10,22,94,681/- Purchase of Goods – (₹ 5,56,146/-) Total – ₹ 10,32,46,827/-
02	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Transactions from April 1, 2026 to June 30, 2026 Office Rent – ₹1,06,500/- Sale of Goods – ₹21,403,849/- Purchase of Goods – ₹10,500/- Total – ₹2,15,20,849/-
03	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	NIL
A (4) - AMOUNT OF THE PROPOSED TRANSACTION(S)		
Sr. No.	Particulars	Information
01	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Sale of finished goods: up to ₹19,00,00,000/- Purchase of goods: up to ₹1,00,00,000/- Office Rent: up to ₹4,26,000/- Aggregate: ₹20,04,26,000/-

02	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
03	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approximately 30.72% , based on audited FY2025-26 revenue from operations of ₹6,524.16 lakh,								
04	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable, transaction does not involve a subsidiary.								
05	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	227.49%								
06	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2025-26</th></tr><tr><td>Turnover</td><td>₹ 8,81,00,000</td></tr><tr><td>Profit before Tax</td><td>₹ 13,59,000</td></tr><tr><td>Net Worth/ Proprietor's Funds</td><td>₹ 95,00,000</td></tr></table>	Particulars	FY 2025-26	Turnover	₹ 8,81,00,000	Profit before Tax	₹ 13,59,000	Net Worth/ Proprietor's Funds	₹ 95,00,000
Particulars	FY 2025-26									
Turnover	₹ 8,81,00,000									
Profit before Tax	₹ 13,59,000									
Net Worth/ Proprietor's Funds	₹ 95,00,000									
A (5) - BASIC DETAILS OF THE PROPOSED TRANSACTION										
Sr. No.	Particulars	Information								
01	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(a) Sale of finished goods; (b) Purchase of goods; (c) Office rent / lease rental.								
02	Details of each type of the proposed transaction	Sale: Sale/supply of finished construction chemical products by the Company to R K Trader in the ordinary course of business. Purchase: Purchase/procurement of goods from R K Trader for the Company's business requirements. Rent: Rental of office premises situated at Gala No. 6, Bardanwala Estate, Near Dutt Mandir, Bandiwali Hill Road, Jogeshwari West, Mumbai – 400102 for the Company's business operations.								
03	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months - April 1, 2026 to March 31, 2027 , for each category.								
04	Whether omnibus approval is being sought?	Yes								
05	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Sale - up to ₹19 crore ; Purchase - up to ₹1 crore ; Rent - up to ₹4.26 lakh ; Aggregate - up to ₹20,04,26,000 .								

06	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Sale: facilitates sale/distribution of the Company's construction-chemical products through an established business channel and supports continuity of business operations. Purchase: facilitates procurement of goods required for the Company's operations on mutually agreed commercial terms. Rent: continued availability of suitably located office premises ensures operational continuity and convenience; rental terms are proposed to be on an arm's-length basis with reference to prevailing market rentals.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. 7 (a)- Name of the director / KMP Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Mrs. Puja Mahesh Bhanushali, Non-Executive Director; Proprietor of R K Trader, directly interested. Mr. Mahesh Ravji Bhanushali, Managing Director & Chairman; husband of Mrs. Puja Mahesh Bhanushali, indirectly concerned/interested.
7(b)	Shareholding of the director / KMP, whether direct or indirect, in the related party	R K Trader is a sole proprietorship and therefore has no share capital. Mrs. Puja Mahesh Bhanushali is the Sole Proprietor having 100% proprietary interest. Mr. Mahesh Ravji Bhanushali has no shareholding interest in R K Trader.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No external valuation report has been relied upon
9	Other information relevant for decision making	The transactions are proposed to be undertaken in the ordinary course of business and on an arm's-length basis, within the monetary limits approved by the Audit Committee and Members, and shall remain subject to applicable statutory and regulatory requirements and periodic review by the Audit Committee.

PART- B - INFORMATION TO BE PROVIDED ONLY IF A SPECIFIC TYPE OF RPT

B (1) - DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO SALE, PURCHASE OR SUPPLY OF GOODS OR SERVICES OR ANY OTHER SIMILAR BUSINESS TRANSACTION AND TRADE ADVANCES

Sr. No.	Particulars	Information
01	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Sale of Finished Goods: No formal bidding process is undertaken. R K Trader is an existing business channel engaged in the construction chemicals business. The transactions are proposed having regard to the nature of products, business requirements, commercial terms, market reach, creditworthiness and the existing business relationship, subject to the transactions being undertaken in the ordinary course of business and on an arm's length basis. Purchase of Goods: No formal bidding process is undertaken. Purchases are proposed based on the Company's business requirements, availability of the required products/materials, quality, prevailing market/comparable prices, commercial terms, delivery requirements and other relevant factors. Office Rent: No formal bidding process is undertaken. The premises are presently being used by the Company and are considered suitable for its business operations having regard to location, accessibility, suitability, continuity of operations and prevailing market rental terms.

02	Basis of determination of price.	Sale of Finished Goods: Prices shall be determined on an arm's length basis having regard to prevailing market prices, prices charged to comparable unrelated customers, wherever available, product specifications, quantities, applicable discounts, credit terms, freight, delivery terms and other relevant commercial considerations prevailing at the time of the transaction. Purchase of Goods: Purchase prices shall be determined on an arm's length basis having regard to prevailing market/comparable prices, quotations or prices for similar goods, wherever available, specifications, quantity, quality, delivery terms, credit terms and other relevant commercial considerations. Office Rent: Rental shall be determined on an arm's length basis having regard to prevailing market rental rates for comparable premises in the vicinity, location, area, condition and suitability of the premises and other relevant commercial considerations.
03	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable. No trade advance is presently proposed to be extended to R K Trader.
	➤ Amount of Trade advance	Nil
	➤ Tenure	Not Applicable
	➤ Whether the trade advance is self-liquidating?	Not Applicable

MINIMUM INFORMATION TO BE PROVIDED TO THE SHAREHOLDERS FOR APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS

Pursuant to the applicable RPT Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", the following information is provided to the Members in relation to the proposed material related party transactions with **R K Trader**:

Sr. No.	Particulars	Information
1	Information as placed before the Audit Committee in the format specified under the RPT Industry Standards, to the extent applicable	The information placed before the Audit Committee in accordance with the applicable RPT Industry Standards has been disclosed hereinabove under Part A - Minimum Information of the Proposed RPT and Part B (1) - Information relating to sale, purchase or supply of goods or services or other similar business transactions , forming part of this Explanatory Statement. Part C is not applicable to the proposed transactions.
2	Justification as to why the proposed transactions are in the interest of the Company, basis for determination of price and other material terms and conditions of the RPT	The proposed transactions comprise sale of finished goods up to ₹19.00 crore, purchase of goods up to ₹1.00 crore and office rent up to ₹4.26 lakh during FY 2026-27 . The sale transactions facilitate sale and distribution of the Company's construction chemical products through an established business

		channel, while the purchase transactions support the business and operational requirements of the Company. The rental arrangement ensures continued availability of premises suitable for the Company's business operations. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. Pricing for sale and purchase transactions shall be determined having regard to prevailing market/comparable commercial terms, product specifications, quantities, credit and delivery terms and other relevant commercial considerations. The office rental shall be determined having regard to prevailing market rental rates for comparable premises and other relevant commercial factors. The transactions are considered fair, reasonable and in the overall interest of the Company and its Members.
3	Confirmation regarding review by the Audit Committee of certificates provided by the Managing Director / Whole-time Director / Manager and Chief Financial Officer of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate(s) provided by the Managing Director and the Chief Financial Officer of the Company , confirming that the terms of the proposed related party transactions are in the interest of the Company, as required under the applicable RPT Industry Standards.
4	Approval of the material RPT by the Audit Committee and recommendation of the Board of Directors	The proposed material related party transactions have been reviewed and approved by the Audit Committee after considering the relevant information and supporting documents placed before it. The Board of Directors, based on the recommendation of the Audit Committee, has approved the proposed transactions, subject to approval of the Members, and recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval of the Members.
5	Web-link and QR Code for accessing valuation report or other external party report, if any, considered by the Audit Committee	Not Applicable. No valuation report or other external party report has been considered by the Audit Committee in connection with the proposed transactions. Accordingly, no web-link or QR Code is required to be provided.
6	Redaction of commercial secrets or other commercially sensitive information, if any	No information forming part of the disclosures to the Members has been redacted on account of commercial secrecy or competitive sensitivity.
7	Any other information relevant for enabling the Members to take an informed decision	All material information relating to the proposed related party transactions, including the relationship with the Related Party, nature and tenure of the transactions, proposed monetary limits, previous transactions, basis of pricing, commercial rationale and interest of the Directors/KMP, has been disclosed in this Explanatory Statement. The proposed transactions shall remain within the limits approved by the Members and shall be subject to the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, the Company's Policy on Related Party Transactions and periodic review by the Audit Committee.

Mrs. Puja Mahesh Bhanushali, Mr. Mahesh Ravji Bhanushali and Mr. Chetan Ravji Bhanushali, Directors of the Company, and **Mrs. Vimla Ravji Bhanushali and Mrs. Nilam Chetan Bhanushali**, being relatives of the concerned Directors, are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

The interested Director(s)/Promoters(s), wherever applicable, shall disclose their interest in the respective related party transaction(s) and shall abstain from participating in the discussion and voting on the relevant item(s), in accordance with the applicable provisions of law.

Members may note that pursuant to **Regulation 23(4) of the SEBI Listing Regulations, no related party of the Company shall vote to approve the Resolution set out at Item No. 4 of this Notice, whether or not such related party is related to the particular transaction(s) proposed to be approved.**

Based on the consideration and approval of the Audit Committee, the Board of Directors recommends the **Ordinary Resolution** set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No. 5

The Board of Directors, at its meeting held on **24.08.2026**, based on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members the revision in remuneration of **Mr. Mahesh Ravji Bhanushali (DIN: 07585072), Chairman & Managing Director of the Company, with effect from October 1, 2026** until the expiry of his existing term of office, unless reappointed, as under:

1. Gross Salary of Rs. 3,00,000/- per month (Three Lakhs Only) including components like Basic, HRA, Travel allowance, medicals allowance and city compensatory allowance.
2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme.

The Board recommends the resolution set out at **Item No. 5** of this Notice for approval of the Members by way of a **Special Resolution**.

Except **Mr. Mahesh Ravji Bhanushali himself, Mrs. Puja Mahesh Bhanushali, Mr. Chetan Ravji Bhanushali, Mrs. Vimla Ravji Bhanushali and Mrs. Nilam Chetan Bhanushali**, none of the Promoters, Directors, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise concerned or interested in the Special Resolution set out at Item No. 5 of this Notice, except to the extent of their shareholding in the Company, if any.

Item No. 6

The Board of Directors, at its meeting held on **24.08.2026**, based on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members the revision in remuneration of **Mr. Chetan Ravji Bhanushali (DIN: 09341600), Whole-time Director of the Company, with effect from October 1, 2026** until the expiry of his existing term of office, unless reappointed, as under:

1. Gross Salary of Rs. 2,25,000/- per month (Two Lakhs Twenty Five Thousand Only) including components like Basic, HRA, Travel allowance, medicals allowance and city compensatory allowance.
2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme.

The Board recommends the resolution set out at **Item No. 6** of this Notice for approval of the Members by way of a **Special Resolution**.

Except **Mr. Chetan Ravji Bhanushali himself, Mr. Mahesh Ravji Bhanushali, Mrs. Puja Mahesh Bhanushali, Mrs. Vimla Ravji Bhanushali and Mrs. Nilam Chetan Bhanushali**, none of the Promoters, Directors, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise concerned or interested in the Special Resolution set out at Item No. 6 of this Notice, except to the extent of their shareholding in the Company, if any.

Item No. 7

The Board of Directors, at its meeting held on **24.08.2026**, based on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members the revision in remuneration of **Mr. Nandan Dilip Pradhan (DIN: 09828134), Whole-time Director of the Company, with effect from October 1, 2026** until the expiry of his existing term of office, unless reappointed, as under:

1. Gross Salary of Rs. 4,65,000/- per month (Four Lakhs Sixty Five Thousand Only) including components like Basic, HRA, Travel allowance, medicals allowance and city compensatory allowance.
2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme.

The Board recommends the resolution set out at Item No. 7 of this Notice for approval of the Members by way of a **Special Resolution**.

Except **Mr. Nandan Dilip Pradhan** himself, none of the Promoters, Directors, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise concerned or interested in the Special Resolution set out at Item No. 7 of this Notice, except to the extent of their shareholding in the Company, if any.

Information in pursuance of Part – II of Schedule V of the Companies Act, 2013 for Item No. 5, 6, 7

I. General information:

1. Nature of industry:

- Mcon Rasayan India Limited (“the Company”) is engaged in the business of manufacturing and supplying construction chemicals, waterproofing chemicals, paints and building finishing products for the civil engineering and construction industry. The Company has established its presence in the industry over the years and is committed to providing quality products conforming to applicable industry standards.
- The Company’s manufacturing operations are supported by certifications including **ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018**. The Company has also obtained **IS 15477:2019** certification for adhesives for use with ceramic, mosaic and stone tiles and **IS 2645:2003** certification for integral waterproofing compounds for cement, mortar and concrete in respect of its applicable products.
- The Company undertakes **in-house research and development activities** through its R&D facility located at Navi Mumbai, Maharashtra, equipped with modern testing and research facilities and supported by personnel having relevant experience in the building materials and chemical industry.
- The Company conducts various quality and performance tests on its products, including compressive strength, alkali content, hardened concrete permeability, water retention efficiency, curing efficiency, specific gravity and solid content tests, to ensure conformity with applicable standards and customer requirements relating to safety, durability and consistency.

2. Date or expected date of commencement of commercial production: (Existing Company in operation since 2016).

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

4. Financial performance based on given indicators: (Amount in Rs. based on Audited Financial Statements of F.Y. 2025-26)

Particulars	Year ended 31st March, 2026 (in Lakhs)	Year ended 31st March, 2025 (in Lakhs)
Revenue from Operation	6,524.16	5,074.52
Other Income	12.68	68.56
Total Revenue	6,536.84	5,143.08
Less: Expenses	6121.77	4,874.27
Profit/(Loss) before Extraordinary Items and Taxes	415.07	268.81
Less: Exceptional Items	Nil	Nil
Profit/(Loss) before tax	415.07	268.81
Less: Tax Expenses		
a) Current tax	110.13	70.03
b) Deferred Tax	.50	(28.61)
c) Income Tax Expense/(Income) relating to earlier years	-	-
Profit/Loss for the year	304.44	227.39

5. Foreign investments or collaborations, if any: There are no Foreign Investments and Collaborations

II. Information about the appointed

(1) Background details, Job profile and his suitability –

Mr. Mahesh Ravji Bhanushali	He is a Promoter, Chairman and Managing Director of the company. He is a seasoned technocrat with over fifteen years of leadership in trading, manufacturing, and government liaison. Instrumental in shaping strategic direction and driving sustained growth and established a strong industry presence in the construction chemical sector, positioning the company for long-term success.
Mr. Chetan Ravji Bhanushali	He is in Promoter Group, Whole Time Director of the company. He has over 10 years of experience across diverse product categories, he drives the Credit Control and Operations functions. He is instrumental in expanding supply chain operations across geographies through the effective implementation of the Company's Franchisee Model, ensuring seamless execution and growth
Mr. Nandan Dilip Pradhan	He is a Whole Time Director of the company. He has 25 years of experience in the field of Construction Chemical Manufacturing and Construction Equipment, corporate leadership experience, recognized with multiple prestigious accolades. He leads the company's Sales and Marketing strategy, while also playing a pivotal role in planning, execution, team development, and operational productivity.

(2) Past remuneration: -

Mr. Mahesh Ravji Bhanushali	Rs 24 lakhs per annum
Mr. Chetan Ravji Bhanushali	Rs 18 lakhs per annum
Mr. Nandan Dilip Pradhan	Rs 37.20 lakhs per annum

(3) Recognition or awards:

Mr. Mahesh Ravji Bhanushali	NIL
Mr. Chetan Ravji Bhanushali	NIL
Mr. Nandan Dilip Pradhan	NIL

(4) Remuneration proposed: -

Mr. Mahesh Ravji Bhanushali	1. Gross Salary of Rs. 3,00,000 per month (Rupees Three Lakhs Only) including components like Basic, HRA, Travel allowance, medical allowance and city compensatory allowance 2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme
Mr. Chetan Ravji Bhanushali	1. Gross Salary of Rs 2,25,000/- per month (Rupees Two Lakh Twenty Five Thousand Only) including components like Basic, HRA, Travel allowance, medical allowance and city compensatory allowance 2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme

Mr. Nandan Dilip Pradhan	1. Gross Salary of Rs. 4,65,000/- per month (Rupees Four Lakh Sixty Five Thousand Only) including components like Basic, HRA, Travel allowance, medical allowance and city compensatory allowance 2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme
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(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The appointee's skill set, qualifications, and experience place them in a position comparable to professionals engaged by diversified companies in India; however, there is no exact peer industry in India with a directly comparable business model. Accordingly, a strict like-to-like benchmarking is not feasible. Notwithstanding the absence of a direct peer group, the proposed remuneration has been assessed in the context of general industry practices, the size and profile of the Company, and the nature and responsibilities of the position. It is pertinent to note that remuneration levels tend to vary significantly across industries depending on the nature of work, operational complexity, and market dynamics. Considering these factors, the proposed remuneration is fair, reasonable, and aligned with broadly comparable positions in India.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any:

Mr. Mahesh Ravji Bhanushali	Husband of Ms. Puja Bhanushali, Non-Executive Director of the Company, and Brother of Mr. Chetan Ravji Bhanushali, Whole Time Director of the Company.
Mr. Chetan Ravji Bhanushali	Brother of Managing Director Mr. Mahesh Bhanushali, and Brother in law of Ms. Puja Mahesh Bhanushali, Non-Executive Director of the company
Mr. Nandan Dilip Pradhan	NA

III Other information:

- (1) Reasons of loss or inadequate profits:** Company is earning sufficient profits, however for the ease of procedural compliance, if required in future, the Company is going for additional compliance
- (2) Steps taken or proposed to be taken for improvement:** Not Applicable as Company is generating profit.
- (3) Expected increase in productivity and profits in measurable terms:** - The Company anticipates a gradual improvement in operational efficiency and overall productivity as a result of ongoing strategic initiatives and the induction of enhanced industry expertise. These measures are expected to strengthen execution capabilities and optimize resource utilization, thereby contributing positively to the Company's performance and profitability over the medium to long term.

ANNEXURE TO THE NOTICE DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 10TH ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard - 2 (SS-2) issued by ICSI on General Meetings, the particulars of the aforesaid Director seeking re-appointment at the AGM are given below:

Name	Mr. Nandan Dilip Pradhan
Directors Identification Number (DIN)	09828134
Date of Birth	15.06.1973
Age	53
Nationality	Indian
Date of first Appointment on the Board	19.12.2022
Designation (at which appointment was made)	Whole Time Director
Brief Profile	He hold a degree in Masters of Business Administration (MBA) and has experience of 25 years in the field of Construction Chemical Manufacturing.
Qualification	Masters of Business Administration (MBA)
Nature of expertise in specific functional areas	25 years of experience in the field of Construction Chemical Manufacturing and Construction Equipment, corporate leadership experience, recognized with multiple prestigious accolades. He leads the company's Sales and Marketing strategy, while also playing a pivotal role in planning, execution, team development, and operational productivity.
Other Directorships, Membership/Chairmanship of Committees of other Boards	Nil
Listed entities from which the person has resigned in the past three years	Nil
Names of listed entities in which the person also holds the Directorship and the membership of Committees of the board	Nil
No. of Board Meetings attended during Financial Year 2025-26	5
Chairman/ Member of Committees of other Companies	NA
Shareholding (Including shareholding as a beneficial owner) in the Listed Company as on March 31, 2026	589
Remuneration last drawn (FY 2025-26)	37 Lakhs 20 thousand Only
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Remuneration sought to be paid	Remuneration as decided by the Board for the FY 2026-2027
Terms and conditions of re-appointment	Liable to retire by rotation, original terms of appointment would follow i.e. For a period of five (05) years with effect from December 19, 2022

By Order of the Board
For Mcon Rasayan India Limited
Sd/-

Mrs. Aesha Karan Shah
Company Secretary
Membership No.: A62487

Date: 24.08.2026
Place: Mumbai

Add: B-501 Himachal CHS,
S.V. Road, Malad West, Mumbai - 400064

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 09/2024 dated 19.09.2024 read with General Circular No.09/2023 read with General Circular no. 10/2022 dated December 28, 2022 read with General Circular No. 2/2022 dated May 5, 2022 read with Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and read with General Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated October 07, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the holding of General Meetings through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM, which does not require physical presence of members. In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the AGM is be sent only through electronic mode and to only those members who names appear in the register of Members as on August 21st 2026 and whose e-mail IDs are registered with the Registrar and Share Transfer Agent/Depository Participant.
2. A member entitled to attend and vote at the general meeting is not entitled to appoint a proxy to attend and vote instead of himself since this meeting is held through VC/OAVM.
3. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to erixadvisors@gmail.com with a copy marked to the Company at csaesha@mconrasayan.com and to its RTA at rnt.helpdesk@in.mpms.mufig.com.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Notice of the AGM will be available on the Company's website i.e. www.mconrasayan.com as well as on the MUFG website i.e. www.in.mpms.mufig.com and on stock exchange website i.e. www.nseindia.com
6. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.
7. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
 - a. any change in their address/ mandate/ bank details
 - b. particulars of their bank account in case the same have not been sent earlier, and
 - c. share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of namesfor consolidation of such shareholdings into one account.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN)

by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
10. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to send their queries to the Company through email on csaesha@mconrasayan.com at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address csaesha@mconrasayan.com consenting to send all communications/ and other documents in electronic form.
13. Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
14. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. MUFG Intime India Private Limited (MUGIPL) for receiving Notices and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.
15. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by MUFG Intime India Private Limited (MUGIPL), on all resolutions set forth in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING BEFORE AGM ARE AS UNDER:

In compliance with the provisions of Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by MUFG Intime India Private Limited (formerly Link Intime India Private Limited), on all the resolutions set forth in this Notice. In terms of SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 - CDSL e-voting page**

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVoteShareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "**Login**" under 'SHARE HOLDER' tab.
- Enter details as under:

1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.
- (Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click “Submit” (You have now registered on InstaVote).
- Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
- F.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered_email_address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name’ – Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ – Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ – Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.

- e) Download sample vote file from “Download Sample Vote File” tab.
 - f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
 - g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](#) with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at [registered email address](#).

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN,

DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVOTE
Team InstaVote

MUFG Intime India Private Limited

Formerly Link Intime India Private Limited

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.

- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box - PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on link "Cast your vote".
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.



Team InstaMeet

MUFG Intime India Private Limited

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16. OTHER INFORMATION:

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, 21st September, 2026 only shall be entitled to avail the facility of remote e-Voting as well as e-voting at the AGM.
- b. The remote e-voting period commences on Friday, September 25, 2026 (IST 9.00 A.M.) and ends on Sunday, September 27, 2026 (IST 5.00 PM). The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- c. The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- d. The shareholders can opt for only one mode of voting i.e. Remote e-voting or e-voting during the AGM through VC/OAVM.
- e. The Board of Directors have appointed CS Payal Gupta, Practicing Company Secretary M No.: A50674 and COP No.: 25077) as the Scrutiniser to scrutinise the voting at the AGM and remote e-voting process in a fair and transparent manner.
- f. The Scrutiniser shall after the conclusion of voting at the AGM, will submit consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting.
- g. The result declared along with the Scrutiniser's Report shall be communicated to the stock exchanges immediately after the results are declared, and will be placed on the company's website at www.mconrasayan.com
- h. The voting rights of Shareholders shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or e-voting during the AGM.
- i. Any person, who acquires shares of the Company and becomes a member of the company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@in.mpms.muvg.com. However, if the person is already registered for remote e-voting with MUFG Intime India Private Limited, then existing User ID and password of the said person can be used for casting the vote.

InstaMeet Support Desk**MUFG Intime India Private Limited**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L24304MH2016PLC286140**

Name of the Company: **MCON RASAYAN INDIA LIMITED**

Registered office: 101/A, 1st Floor, Maxheal House, Plot-169, CTS-104 Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai - 400090

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No:	
DP ID:	

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name: Address: E-mail Id: Signature:, or failing him	2. Name: Address: E-mail Id: Signature:
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Tenth Annual General Meeting of the Company to be held on Monday, 28th September 2026 at (11.00 AM) through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM') and at any adjournment thereof in respect of resolutions mentioned in the notice.

1. Adoption of Audited Financial Statements
2. Re-Appointment of Mr. Nandan Dilip Pradhan (DIN: 09828134) as a Whole Time Director, Liable to Retire by Rotation
3. To consider and approve the appointment of Statutory Auditors of the Company
4. Approval of Material Related Party Transaction with R K Trader
5. Approval of Revision in Remuneration of Mr. Mahesh Ravji Bhanushali (DIN: 07585072), Managing Director of the Company
6. Approval of Revision in Remuneration of Mr. Chetan Ravji Bhanushali (DIN: 09341600), Whole-Time Director of the Company
7. Approval of Revision in Remuneration of Mr. Nandan Dilip Pradhan (DIN: 09828134), Whole-Time Director of the Company

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.