

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of PROLIFE INDUSTRIES LIMITED will be held on Tuesday, September 23, 2025 at 9.00 a.m. at 6,8,10,12 HEXZONE ARCADE, NR. JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR-393002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon;
2. To declare a final dividend of Rs. 0.30/- per equity (i.e. 3%) for the financial year ending on 31st March, 2025;
3. To appoint a Director in place of Mr. Siddharth Raghuvanshi (DIN: 08751718), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible to offer himself for re-appointment;

SPECIAL BUSINESS:

4. To re-appoint Mr. Keshavkumar Singh (DIN: 08955402) as Independent Director of the Company for the second term of 5 years:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Keshavkumar Singh (DIN: 08955402), who holds office as an independent director up to November 09, 2025, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from November 10, 2025 up to November 09, 2030.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby severally authorized to do, perform all such acts, deeds, matters and things, as they may deem necessary, proper, expedient in their sole and absolute discretion and take all such necessary steps as may be required in order to give effect to this resolution."

5. To re-appoint Mr. Karan Manindersingh Jolly (DIN: 06587791) as Managing Director of the Company for the term of 5 years.

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

"RESOLVED THAT, pursuant to the provisions of sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, Mr. Karan Manindersingh Jolly who holds the office as Managing Director up to June 29, 2026, be and is hereby re-appointed as Managing Director for a term of 5 (five) years with effect from June 30, 2026 up to June 29, 2031 on Remuneration of Rs.60,00,000/- per annum.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby severally authorized to do, perform all such acts, deeds, matters and things, as they may deem necessary, proper, expedient in their sole and absolute discretion and take all such necessary steps as may be required in order to give effect to this resolution."

6. To Approve Material Related Party Transactions with Prolife Bio-chemical Industries Private Limited:

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include Audit Committee or any other constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Bio-chemical Industries Private. Limited. and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act, 2013, on such terms and conditions as may be agreed between the Company and Prolife Bio-chemical Industries Private. Limited., for an aggregate value of up to ₹30 crore, to be entered during Financial Year 2025-26, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient."

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

7. To Approve Material Related Party Transactions with Prolife Speciality Chemicals Limited:

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Prolife Speciality Chemicals Limited and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act, 2013, on such terms and conditions as may be agreed between the Company and Prolife Speciality Chemicals Limited, for an aggregate value of up to ₹15 crore, to be entered during Financial Year 2025-26, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

8. To Approve Material Related Party Transactions with J.S Chemicals.:

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with J.S Chemicals and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act, 2013, on such terms and conditions as may be agreed between the Company and J.S Chemicals., for an aggregate value of up to ₹ 18 crore, to be entered during Financial Year 2025-26, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient."

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

9. To Approve Material Related Party Transactions with Shree Ram Chemicals:

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 if applicable (including any statutory modification(s) or enactment therefore for the time being in force) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the statement, with Shree Ram Chemicals and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations and 2(76) of Companies Act, 2013, on such terms and conditions as may be agreed between the Company and Shree Ram Chemicals., for an aggregate value of up to ₹18 crore, to be entered during Financial Year 2025-26, for Purchase of Raw Materials, Sale of Goods, Availing or Rendering Job work services and

other transactions of business subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient."

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

10. To Appoint Secretarial Auditor of the company:

To consider and if thought fit, approve the appointment of Mr. Jitendra Leeya, Practicing Company Secretary as Secretarial Auditors of the Company for a term of 5 (five) years and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded, to appoint Mr. Jitendra Leeya, a Peer Reviewed of the Company Secretaries in Practice (C.P No. 14503) as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30, at such remuneration and reimbursement of out of pocket expenses for the purpose of secretarial audit, as may be fixed by the Board of Directors or the committees of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

By order of the Board of Directors

Place: Ankleshwar

Dated: 22.08.2025

(Karan M Jolly)

Chairman & Managing Director

DIN: 06587791

REGISTERED OFFICE

213, G.I.D.C.,

PANOLI, ANKLESHWAR- 394116

CIN: L24231GJ1994PLC022613

Email Id: cs@prolifeindustries.in

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 4 to 10 of the Notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and a proxy should be a member of the Company.
3. Proxies in order to be effective must be lodged at the Registered Office of the Company at least 48 hours before the time of the meeting.
4. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website.

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2024-2025 and Notice of the AGM of the Company, he/she may send a request to the Company by writing at cs@prolifeindustries.in mentioning their DP ID and Client ID/Folio No.

7. Pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Register of Members and Share Transfer Book of the Company will remain closed from Wednesday, September 17, 2025 to Tuesday, September 23, 2025 (both days inclusive) for the purpose of AGM.
8. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before October 22, 2025 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 16, 2025;
 - ii. To all Members in respect of shares held in physical form if any, after giving effect to valid transfers in respect of transfer requests lodged with the Company if any as of the close of business hours on September 16, 2025.

9. Members holding shares in electronic form may please note that their bank details as furnished by the respective depositories to the Company will be printed on the dividend warrants as per applicable regulations of the depositories and the Company will not entertain any direct request from such member for change/deletion in such bank details. Members may therefore give instructions regarding bank accounts to their respective depository participants only.
10. Under section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India.
11. As per the provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Registrar and Share Transfer agent of the company. Members holding shares in electronic form may forward nomination form duly filled to their respective depository participants only.
13. 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 on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be mailed to the company together with their respective specimen signatures at cs@prolifeindustries.in or to the scrutinizers of the Company at csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
15. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
16. All Members are requested to
 - Intimate immediately any changes in their address to Company's Registrar and Share Transfer Agent
 - Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
 - Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
 - Intimate Registrar and Share Transfer Agent Link Intime India Private Limited for consolidation of folios, in case having more than one folio.
 - Bring their copies of annual report and attendance slip with them at the meeting.
 - Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s MUFG Intime India Private Limited, to provide efficient and better service to the Members. Members holding share in physical form, if any are requested to advice such changes to the Company's Registrar

and transfer agents, M/s MUFG Intime India Private Limited. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent, M/s MUFG Intime India Private Limited.

17. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link intime India Private Limited. (Insta Vote), on all the resolutions set forth in this Notice.

The remote e-voting period commences on September 19, 2025 (9.00 A.M.) and ends on September 22, 2025 (5.00 P.M.). During this period, members holding shares either in physical form or in dematerialized form, as on September 16, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date.

The Company has appointed M/s SPANJ & Associates, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The results declared along with the scrutinizer's report shall be placed on the Company's website and shall be communicated to the NSE where the shares of the company are listed within the time prescribed by the law.

Any person, who acquires Shares of the Company and becomes Member of the Company after sending the Notice and holding Shares as of the cut-off date, may obtain login ID and password by sending a request at cs@prolifeindustries.in or enotices@in.mpms.mufig.com. However, if he / she is already registered with NSDL/CDSL/Instavote to remote e-voting then he / she can use his / her existing user ID and password for casting vote. Any person who ceases to be the member of the Company as on cut-off date and in receipt of this notice, shall treat this AGM Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The instructions for the members for remote e-voting:

In terms of SEBI circular no. 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.

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 IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- 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 2 - 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.
- 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 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>

- (b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- (c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- (d) 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.
- (e) 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 registered with CDSL Easi/ Easiest facility:

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- (a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- (b) Enter existing username, Password & click on “Login”.
- (c) 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:

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

METHOD 2 - CDSL e-voting page:

- (a) Visit URL: <https://www.cdslindia.com>
- (b) Go to e-voting tab.
- (c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- (d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- (e) 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.

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.

- (a) Login to DP website
- (b) After Successful login, user shall navigate through “e-voting” option.
- (c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- (d) 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 to InstaVote

Shareholders registered for INSTAVOTE facility:

- (a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

(b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “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

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

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 ‘D’ above
 - Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ 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.

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.

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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- 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”.
- Enter “16-digit Demat Account No.”.
- 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’.
- 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- 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).

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:

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 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.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”

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
- Click “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”.

By order of the Board of Directors

Place: Ankleshwar

Dated: 22.08.2025

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: cs@prolifeindustries.in

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 4

The Members of the Company at their Annual General Meeting held on September 30, 2021, approved the appointments of Mr. Keshavkumar Singh (DIN: 08955402) with effect from November 10, 2020, as Independent Directors of the Company to hold office for a term of 5 (Five) consecutive years in terms of Section 149 of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) at its meeting held on August 22, 2025, after taking into consideration the performance evaluation, background, business knowledge, skills, experience and contribution made by Mr. Keshavkumar Singh during their tenure as Independent Directors, decided that the continued association of Mr. Keshavkumar Singh would be beneficial to the Company and it is desirable to avail their services as Independent Directors of the Company. Accordingly, the Board has approved the re-appointments of Mr. Keshavkumar Singh as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of up to 5 (Five) consecutive years w.e.f. November 10, 2025, subject to the approval of Members of the Company. Mr. Keshavkumar Singh has confirmed that he is not disqualified to act as Independent Directors in terms of Section 164 of the Act and are not debarred from holding the office of Independent Directors by virtue of any SEBI order or any other such authority and are in compliance with Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received consent from Mr. Keshavkumar Singh to act as Independent Director and declarations that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. As recommended and opined by the NRC and Board, Mr. Keshavkumar Singh is person of integrity and fulfill the conditions specified under the Act read with rules made thereunder and the SEBI Listing Regulations for their re-appointment as Independent Directors of the Company and are eligible & independent of the management. The Company has also received notice in writing from a Member proposing the candidatures of Mr. Keshavkumar Singh for the office of Directors of the Company. Given their knowledge, acumen, expertise, experience (including the proficiency), skills, valuable contribution to the deliberations at the meetings of the Board/ Committees, the NRC and Board are of the opinion that it would be in the interest of the Company to re-appoint Mr. Keshavkumar Singh as Independent Director of the Company. In view of the above, it is proposed to seek approval of the Members by way of special resolutions for the re-appointment of Mr. Keshavkumar Singh as Independent Director of the Company for a second term of up to 5 (Five) consecutive years in terms of Section 149 and other applicable provisions of the Act and Regulations 16, 17(1A) and 25 of the SEBI Listing Regulations. The profile/ resume, area of expertise and other details of Mr. Keshavkumar Singh pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India) are annexed and form part of this Notice. Mr. Keshavkumar Singh, being appointee, is interested in the resolutions set-out at Item Nos. 4 of this Notice, respectively.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Keshavkumar Singh and her relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

Your Directors recommends the resolution as set out in Item No. 4 of the Notice as Special Resolution.

Item No. 5

Mr. Karan Manindersingh Jolly (DIN: 06587791) is a promoter of the Company who is also serving as the Chairman of the Company was appointed as Managing Director of the Company with effect from 30th June, 2021 at the Annual General Meeting held on 30th September, 2021 for a term of 5 (five) years w.e.f. 30th June, 2021 to 29th June, 2026.

He has contributed a great value in the growth and success of the Company with his rich expertise in the industry where the company operates. Keeping in view of his vast experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Board is of the opinion that the leadership and guidance of Mr. Karan Manindersingh Jolly is required by the Company and it will be in the best interest of the Company and its stakeholders that he continues as Managing Director of the Company.

Accordingly, on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 22nd August, 2025 approved re-appointment of Mr. Karan Manindersingh Jolly as Managing Director of the Company for a further term of 5 (five) years effective from 30th June, 2026 upto 29th June, 2031 (both days inclusive), subject to the approval of members of the Company on Remuneration of Rs.60,00,000/- per annum.

Mr. Karan Manindersingh Jolly satisfies all the conditions set out in Part I of Schedule V to the Act and also conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from continuing as a Director in terms of Section 164 of the Act, and has consented to continue as a Director of the Company. He is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. The details of remuneration and terms & conditions of appointment of Mr. Parekh are detailed in the resolution at Item no. 5 of the notice and in the draft agreement to be executed between the Company and Mr. Karan Manindersingh Jolly in terms of Section 190 of the Act

The Company has also received notice pursuant to Section 160 of the Act from a member of the Company proposing the candidature of Mr. Mr. Karan Manindersingh Jolly for re-appointment as Managing Director. Further, appointment of Mr. Karan Manindersingh Jolly is in the best interest of the Company, therefore, the Board of Directors of the Company recommends his re-appointment as managing director by way of special resolution. The additional information as required by Schedule V to the Act is provided in this Notice.

As per provisions of the Companies Act, his Re-appointment for the above tenure is subject to approval by members of the Company. Accordingly, ratification of the members is being sought in the Resolution set out at item no. 5 of the Notice.

Your directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Karan Manindersingh Jolly, Mrs. Anureet Kaur Jolly, Mr. Siddharth Raghuvanshi and their relatives, are in any way concerned or interested in the proposed re-appointment of Mr. Karan Manindersingh Jolly as Managing Director of the company.

Item No. 6

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Prolife Bio-chemical Industries Private Limited. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. Prolife Bio-chemical Industries Private Limited enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 6 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 7

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Prolife Speciality Chemicals Limited. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. Prolife Speciality Chemicals Limited enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 7 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 8

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to J.S Chemicals. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. J.S Chemicals enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 8 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 9

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time; prescribes procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Your company proposes to enter into Transactions of Purchase, Sales, Availing and Rendering of Job work services from/to Shree Ram Chemicals. The related entity has been engaged in the chemical business for more than 25 years and the company has long standing business relations with related entity. The materials produced by the related entity are used as Raw material in our company. It is their specialization to produce the same as compared to other entities in the market. Similarly, certain products produced by us are useful to them in developing their products. Since both the companies have different strategical and technical advancement in their core area in terms of skills and chemical process, both the company can avail/render job work service to each other in order to develop the final product. The related entity is located in same industrial territory and hence it is beneficial to our company in all the terms to transact with the said entity. Shree Ram Chemicals enjoys a goodwill in the chemical industry. Hence, your board of directors proposes the resolution and seeks shareholders consent to enter in to transactions with the related party as Arm's length price.

All the proposed transactions put up for approval as an abundant caution and all the transactions are carried out in the ordinary course of business and at arm's length with the related party are required approval of shareholders of the Company by an Ordinary Resolution:

The Board recommends the resolution set out in Item No. 11 of the notice for approval of the members.

Mr. Karan M Jolly, Mrs. Anureet Kaur Jolly, Directors and relatives of Directors are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 10

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), effective from April 1, 2025, the Company is required to appoint Secretarial Auditors for a term of 5 (five) consecutive years with the approval of the shareholders in the Annual General Meeting. In view of the above, the Board of Directors at its meeting held on August 22 2025, has recommended the appointment of Mr. Jitendra Leeya, a Peer Reviewed of the Company Secretaries in Practice (C.P No. 14503 and Peer Review Certificate No 2089/2022) as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

CS Jitendra Leeya, Practicing Company Secretary is a reputed firm of Practicing Company Secretary having experience of 10 years in the field of Corporate, Secretarial and legal and FEMA work in various Listed companies, Private Limited companies and LLPs. The size, quality of audit services and volume of operations of him is commensurate with the size and audit requirements of the Company.

Mr. Jitendra Leeya, Practicing Company Secretary is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms of appointment:

Mr. Jitendra Leeya, Practicing Company Secretary is proposed to be appointed as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with secretarial audit of the Company, as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the ordinary resolution set out in Item No. 10 of the notice for approval of the members.

Place: Ankleshwar
Dated: 22.08.2025

By order of the Board of Directors

(Karan M Jolly)
Chairman & Managing Director
DIN: 06587791

Details of Director Seeking Re-appointment at the Annual General Meeting [Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

Particulars	Mr. Siddharth Raghuvanshi (DIN: 08751718)
Date of Birth, Age	17th September,1990 (35 Years)
Date of Appointment	10th November,2020
Nationality	Indian
Qualifications	Master of Business Administration (MBA)
Expertise in specific functional areas	Mr. Siddharth Raghuvanshi is having professional experience of more than 10 years working in the field of Debt Syndication and Financial Risk Assessment with the likes of Siemens and other companies; he has extensive experience and knowledge in this field. His core competencies lie in the field of finance & Audit. Apart from the finance operations of the company he has also oversees the firm's financial decisions along with statutory compliances. He is having Good Technical, Project Management and Leadership Skills
Terms and Conditions of Appointment/Re-appointment	Mr. Siddharth Raghuvanshi is Executive Director of the Company, liable to retire by rotation in terms of Section 152(6) of Companies Act,2013
Details of Remuneration sought to be paid	Upto Rs. 30 Lakhs
Last remuneration drawn (Per Annum)	Rs.18,00,000/-
Date of first appointment on the Board	10/11/2020
No. of shares held in the Company (including as a beneficial owner)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother in Law of Mr. Karan Jolly, Managing Director Son in Law of Mrs. Anureet Kaur Jolly, Director
No. of Board Meetings attended/ held during Financial Year 2024-25	5/5
Directorships held in other public and private companies (excluding foreign companies and Section 8 companies)	1) Prolife Speciality Chemicals Limited 2) Cosmolife Foods and Processing Private Limited 3) Birds of Paradyes Private Limited
Memberships / Chairmanships of committees of the company (includes only Audit Committee and Stakeholders'	Nil

Relationship Committee.)	
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Resignation from listed entities in the past three years	NA
In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	NA
Particulars	Mr. Keshavkumar Singh (DIN: 08955402)
Date of Birth, Age	25th November,1992 (33 Years)
Date of Appointment	10th November,2020
Nationality	Indian
Qualifications	Bachelor of Engineering in Electronics and Communication, Master of Business Administration in Marketing and Operations
Expertise in specific functional areas	Mr. Keshavkumar Singh is having around 7 years of experience working in the field of business development and marketing with Infosys and other Companies. His core competencies lie in the field of marketing and business operations. He is having Strategic and planning abilities as well as project management, leadership, teamwork, problem solving and analytical skills.
Terms and Conditions of Appointment/Re-appointment	Mr. Keshavkumar Singh is to be appointed as Independent director for the second term of Five years
Details of Remuneration sought to be paid	Nil
Last remuneration drawn (Per Annum)	Nil
Date of first appointment on the Board	10/11/2020
No. of shares held in the Company (including as a beneficial owner)	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board Meetings attended/ held during Financial Year 2024-25	5/5
Directorships held in other public and private companies (excluding foreign companies and Section 8 companies)	NA
Memberships / Chairmanships of committees of the company (includes only Audit Committee and Stakeholders' Relationship Committee.)	Member of Audit Committee & Stakeholder Relationship committee
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Resignation from listed entities in the past three years	NA
In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	Refer Item No. 4 of the Notice and Explanatory Statement

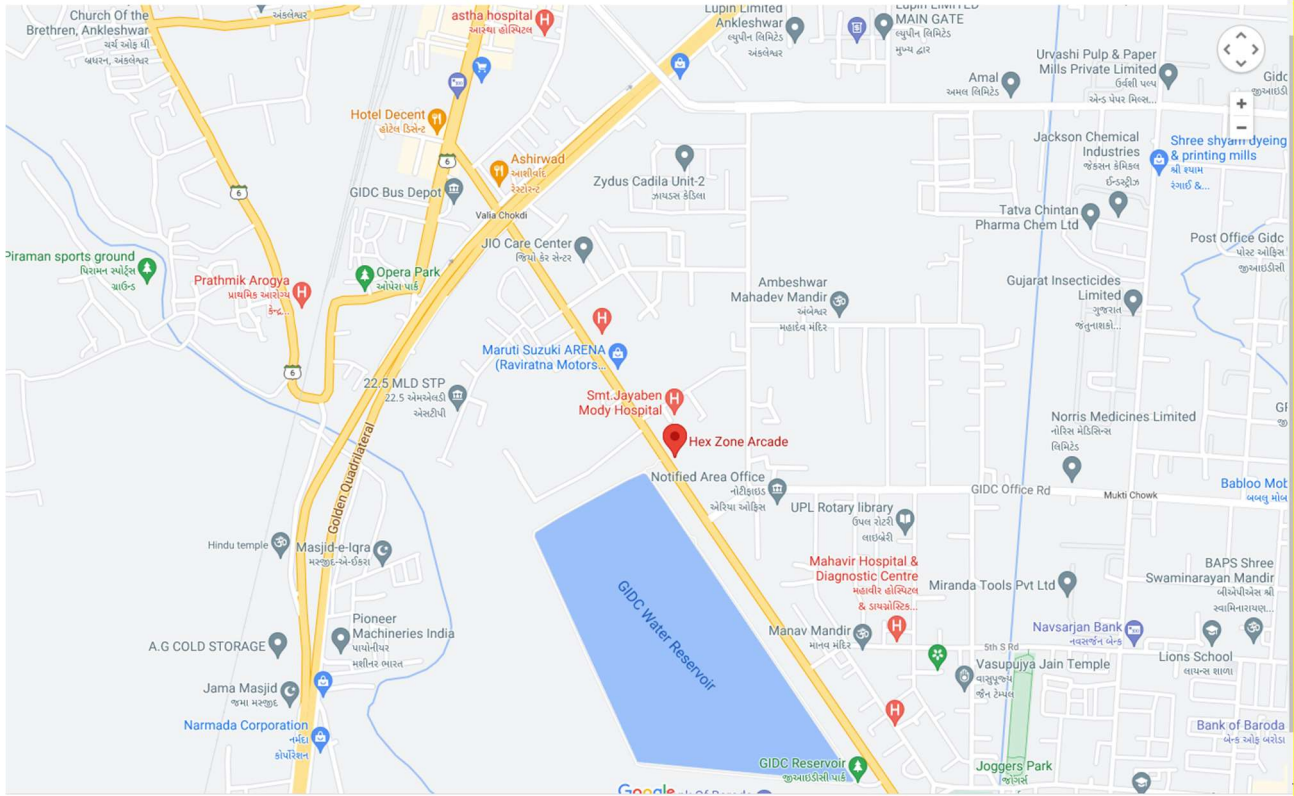
Particulars	Mr. Karan Manindersingh Jolly (DIN: 06587791)
Date of Birth, Age	21 st December, 1992 (34 Years)
Date of Appointment	11 th April, 2019
Nationality	Indian
Qualifications	Bachelor of Technology-Food Engineering and Technology, Master of Science in Biotechnology (Drug Design and Discovery)
Expertise in specific functional areas	Mr. Karan Manindersingh Jolly is a dedicated professional and motivated leader with experience in wide array of Quality

	management Processes. He is having more than ten years of experience. He has worked as Quality Production/Shipping Specialist at Magbio Genomics Inc., Gaithersburg MD, USA. He is a Managing Director at Prolife Industries Limited and handling the company, its operation and marketing. He has core competencies in Quality Assurance Management, Project Management, Inventory Management, Internal Process and Product Auditor, Team Building and Reward Recognition and corrective/Preventive Actions.
Terms and Conditions of Appointment/Re-appointment	Mr. Karan Manindersingh Jolly is Managing Director of the Company, and to be re-appointed for a term of 5 years
Details of Remuneration sought to be paid	Upto Rs. 60 Lakhs
Last remuneration drawn (Per Annum)	Rs.60,00,000/-
Date of first appointment on the Board	11/04/2019
No. of shares held in the Company (including as a beneficial owner)	14,83,200 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother-in-Law of Mr. Siddharth Raghuvanshi Son of Mrs. Anureet Kaur Jolly, Director
No. of Board Meetings attended/ held during Financial Year 2024-25	5/5
Directorships held in other public and private companies (excluding foreign companies and Section 8 companies)	1) PROWEST AGRO SOLUTIONS PRIVATE LIMITED 2) PROLIFE COMMUNICATION PRIVATE LIMITED 3) PROLIFE HAIR AND HEALTH CARE PRIVATE LIMITED 4) ANKLESHWAR WASTE MANAGEMENT ASSOCIATION 5) PROLIFE MULTI SPECIALTY HOSPITALS PRIVATE LIMITED 6) ENVIROPURE SOLUTIONS PRIVATE LIMITED 7) PROLIFE BIO-CHEMICAL INDUSTRIES PRIVATE LIMITED 8) COSMOLIFE FOODS AND PROCESSING PRIVATE LIMITED 9) PROLIFE ENTERTAINMENT AND PRODUCTION PRIVATE LIMITED 10) PROLIFE CHEMOPHARMA PRIVATE LIMITED 11) VIBHAV LIFE SCIENCES PRIVATE LIMITED 12) GOLDSTAR CHEMICALS PRIVATE LIMITED 13) SOLVOCHEM INTERMEDIATES PRIVATE LIMITED

	14) SHRADDHA FINECHEM PRIVATE LIMITED
Memberships / Chairmanships of committees of the company (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Resignation from listed entities in the past three years	NA
In case of independent directors, the skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	NA

Route map of venue of Annual General Meeting of PROLIFE INDUSRIES LIMITED:

Venue: 6,8,10,12 HEXZONE ARCADE, NR. JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR- 393002



ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company held at 6,8,10,12 Hexzone Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat India on Tuesday, 23rd September, 2025, at 9:00 A.M.

Folio No. / Client ID/DPID No.

.....

Full Name of the Shareholder:

.....

Signature:

Full Name of Proxy.....

Signature:

(To be filled in if the Proxy attends instead of the Member)

31st Annual General Meeting – 23rd September, 2025

**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]

Name of the Member(s):

Registered Address:

Email:

Folio No./Client ID:

DP ID:

I/We, being the Member(s) of..... Shares of the Prolife Industries Limited, hereby
appoint

Name:

Address:

Email.....

Signature:

or failing him / her

Name:

Address:

Email:

Signature:

or failing him / her

Name:

Address:

Email:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 31st Annual General Meeting of the company, to be held on Tuesday, 23rd September, 2025 at 9:00 A.M. at 6,8,10,12 Hexzone Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat, India and at any adjournment thereof:

Sr. No.	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary resolution)		
2.	To declare final dividend on Equity shares for the year 2024-25 (Ordinary resolution)		
3.	To appoint Mr. Siddharth Raghuvanshi [DIN: 08751718], who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution)		
4.	To re-appoint Mr. Keshavkumar Singh (DIN: 08955402) as Independent Director of the Company for the second term of 5 years (Special resolution).		
5.	To re-appoint Mr. Karan Manindersingh Jolly (DIN: 06587791) as Managing Director of the Company for the term of 5 years		
6	To Approve Material Related Party Transactions with Prolife Bio-chemical Industries Private. Limited (Ordinary resolution)		
7	To Approve Material Related Party Transactions with Prolife Speciality Chemicals Limited (Ordinary resolution)		
8	To Approve Material Related Party Transactions with J.S Chemicals (Ordinary resolution)		
9	To Approve Material Related Party Transactions with Shree Ram Chemicals (Ordinary resolution)		
10	To Appoint Secretarial Auditor of the company		

Signed thisDay of 2025

.....
Signature of the Member
Holder (s)

.....
Signature of the proxy

Affix Rs. 1/ Revenue Stamp

Signature of the shareholder
Across Revenue Stamp

Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *This is only optional Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.