

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting No. 02/2025-26 of the Members of Polysil Irrigation Systems Limited ("the Company") will be held on Friday, March 13, 2026 at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESSES:

ITEM NO.1:

APPOINTMENT OF MRS. KAVITA KHATRI (DIN: 08271931) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Mrs. Kavita Khatri (DIN: 08271931), who has submitted a declaration that he meets the criteria of independence as specified under the Act & Listing Regulations, who was pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from January 06, 2026, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of his appointment i.e. January 06, 2026 to January 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution."

ITEM NO.2:

APPOINTMENT OF MR. MITULKUMAR KIRITBHAI SUTHAR (DIN: 11469352) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352), who has submitted a declaration that he meets the criteria of independence as specified under the Act & Listing Regulations, who was pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from January 06, 2026, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of his appointment i.e. January 06, 2026 to January 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution."

ITEM NO.3:

REVISION IN REMUNERATION PAYABLE TO MR. BHARATKUMAR TULSHIBHAI PATEL (DIN: 07780251), CEO AND MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on

recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251), CEO and Managing Director of the Company as set out in the explanatory statement attached hereto with effect from January 16, 2026, for his existing remaining term until revised further with other terms and conditions remaining unchanged and with the power to the Board of Directors to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter;

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

ITEM NO.4:

REVISION IN REMUNERATION PAYABLE TO MR. PRAFULBHAI DAMJIBHAI RADADIA (DIN: 09660425), WHOLE-TIME DIRECTOR OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425), Whole-Time Director of the Company as set out in the explanatory statement attached hereto with effect from January 16, 2026, for his existing remaining term until revised further with other terms and conditions remaining unchanged and with the power to the Board of Directors to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter;

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

Registered office:

Survey No- 340/1, Beside Hystuff Steel, At Post
Raniya, Taluka Savli, District Vadodara - 391 780,
Gujarat, India

By order of the Board of Directors
For, **Polysil Irrigation Systems Limited**
CIN: L17100GJ1985PLC127398

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Place: Vadodara

Date: February 17, 2026

Bharatkumar Patel
CEO and Managing Director
DIN: 07780251

NOTES FOR SHAREHOLDERS FOR EOGM:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder", and General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General circular No. 03/2025 dated September 22, 2025 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.polysilirrigation.com. The deemed venue for the EGM shall be the Registered Office of the Company.

2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this EOGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorization etc., authorizing its representative to attend the Extra Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to hardikjetaniandassociates@gmail.com with copies marked to the Company at secretarial@polysilirrigation.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.com.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
8. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.
9. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.polysilirrigation.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and the EGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
10. Members seeking any information with regard to the accounts or any matter to be placed at the EGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at secretarial@polysilirrigation.com on or before March 06, 2026 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
11. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
 - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@polysilirrigation.com.

- (b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@polysilirrigation.com.
- (c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
- (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("BSPL"), having its office at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, by following the due procedure.
- (f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, BSPL to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
- 13. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EXTRA ORDINARY GENERAL MEETING THROUGH VC/OAVM:**
- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.
- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, March 06, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Friday, March 06, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- iv. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09:00 a.m. on Tuesday, March 10, 2026 and will end on 05:00 P.M. on Thursday, March 12, 2026. In addition, the facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.
- v. 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.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, March 06, 2026.
- vii. The Company has appointed CS Hardikkumar Jetani, Practicing Company Secretary (Membership No. FCS 13678; CP No: 22171), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 09:00 A.M. on Tuesday, March 10, 2026 and will end on 05:00 P.M. on Thursday, March 12, 2026. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, March 06, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Friday, March 06, 2026.

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

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

Step 1: Access to NSDL e-voting system:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID-8-digit Client Id PAN No. Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>B. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section this will prompt you to enter your existing User ID and Password. After successful authentication you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>C. If you are not registered for IDeAS e-Services option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>D. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of eVoting system is launched click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL) Password/OTP and a Verification Code as shown on the screen. After successful authentication you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>E. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: right; padding-right: 20px;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>B. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hardikjetaniandassociates@gmail.com with a copy marked to evoting@nsdl.com.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any query relating to remote e-voting you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000 or send a request at evoting@nsdl.com.

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

- 1) Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@pftcpipefittings.com. The same will be replied by the company suitably.

CONTACT DETAILS

Company	POLYSIL IRRIGATION SYSTEMS LIMITED Survey No- 340/1, Beside Hystuff Steel At Post Raniya, , Taluka Savli, District, Vadodara, Vadodara, Raniya Taluka Savli, Gujarat, India, 391780 Mob No.: +91 83203 12494; Web: www.polysilirrigation.com ; Email: secretarial@polysilirrigation.com
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad - 380 009 Tel No.: +91-79-4002 4135; Email: bssahd@bigshareonline.com ; Web: www.bigshareonline.com
E-Voting Agency & VC/OAVM	Email: evoting@nsdl.com NSDL help desk 022 - 4886 7000
Scrutinizer	M/s Hardik Jetani & Associates Email: hardikjetaniandassociates@gmail.com ; Tel No.: +91 94082 30805

EXPLANATORY STATEMENT

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

ITEM NO.1:

APPOINTMENT OF MRS. KAVITA KHATRI (DIN: 08271931) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTIONS

Independent Directors are appointed on the Company's Board for a term of up to five consecutive years and are eligible for reappointment, making the term of the overall Board staggered in nature. The Nomination and Remuneration Committee ('NRC') of the Board regularly discusses the succession of Independent Directors coming up for re-appointment or approaching end of their term. It assesses the balance of skills, knowledge and experience available with the Board as a whole and tries to recognize the possible gaps on account of such staggered terms, in order to maintain orderly succession of the Board.

The Committee strongly believed that Mrs. Kavita Khatri (DIN: 08271931) fits into the criteria of skills/qualifications that it had determined to be necessary in prospective candidates.

The Board of Directors of the Company at its meeting held on January 06, 2026, upon the recommendation of the Nomination and Remuneration Committee, approved appointment of Mrs. Kavita Khatri (DIN: 08271931) on the Board of Directors of the Company, as an Additional Director (in the category of Non-Executive Independent Director), not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from the January 06, 2026 to January 05, 2031 (both days inclusive), pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'), subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The NRC and the Board are of the view that the association of Mrs. Kavita Khatri (DIN: 08271931) and the rich experience and vast knowledge that she brings with her would benefit the Company. The Board also believes that she also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of law. The Board believes his appointment would be apt considering the need for experts on the Board.

The Company has received from Mrs. Kavita Khatri (DIN: 08271931) (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She does not hold any equity shares of the Company.

DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI ARE GIVEN BELOW:

Name of the Director	Mrs. Kavita Khatri (DIN: 08271931)
Date of Birth	17/09/1987
Nationality	Indian
Date of Appointment on the Board	January 06, 2026
Brief Profile	<p>Mrs. Kavita Khatri have 15 years of professional experience as Practicing Company Secretary and involved in providing services to clients related to compliance under various Laws and giving advice in legal matters. She is currently serving as a Chairperson of the Ahmedabad Chapter of WIRC of ICSI.</p> <p>Academically, she is a Company Secretary, holds an LLB degree from L.A. Shah Law College and a Bachelor of Commerce from Bikaner University. She is also a Co-opted Member of the Internal Complaints Committee (ICC) for Sexual Harassment of Women at Workplace at the Office of the Official Liquidator since 2018.</p> <p>She was associated as a Director with M/s. Accurate Securities and Registry Private Limited (RTA) from November 2018 to January 2021. Currently, she serves as a Woman Independent Director on the Boards of M/s. Phonewale Limited, M/s. GRE Renew Enertech Private Limited and Shree Marutinandan Tubes Limited.</p> <p>In addition to her professional commitments, she actively participates in social welfare initiatives, volunteering in medical camps and social events across Gujarat, Rajasthan, and Uttarakhand. She is also a Certified Reiki Master and Karuna Reiki Healer, reflecting her holistic approach toward personal and social well-being.</p> <p>Mrs. Kavita Khatri meets the skills and capabilities required for the role of Independent Director of the Company, offering valuable insights and contributing to the long-term success and growth of the company.</p>

Name of the Director	Mrs. Kavita Khatri (DIN: 08271931)
Qualifications	C.S., LLB, B. Com.
Expertise in specific functional area	She possess appropriate skills, experience and knowledge business strategy, system & process implementation in the field of Corporate Laws and Governance, compliance under various Laws and giving advice in legal matters about more than 15 years.
Terms and conditions of appointment/re-appointment	As per Appointment letter
Details of Remuneration sought to be paid (Per annum)	No remuneration to be paid apart from fees or sitting fees
Remuneration Last drawn	Not applicable
Number of shares held in the Company	NIL
Directorships held in public companies including deemed public companies	1. POLYSIL IRRIGATION SYSTEMS LIMITED 2. SHREE MARUTINANDAN TUBES LIMITED 3. GRE RENEW ENERTECH LIMITED 4. PHONEWALE LIMITED
Names of listed entities in which the person holds the directorship	1. POLYSIL IRRIGATION SYSTEMS LIMITED 2. SHREE MARUTINANDAN TUBES LIMITED 3. GRE RENEW ENERTECH LIMITED 4. PHONEWALE LIMITED
Names of listed entities from which he has resigned in the past three years	N.A.
Number of Board Meetings attended during the FY 2024-2025	N.A.
Chairman/ Member in the Committees of the Boards of companies in which she is Director*	POLYSIL IRRIGATION SYSTEMS LIMITED Audit Committee: Member Stakeholders Relationship Committee: Member PHONEWALE LIMITED Audit Committee: Member GRE RENEW ENERTECH LIMITED Stakeholders Relationship Committee: Chairman SHREE MARUTINANDAN TUBES LIMITED Audit Committee: Chairman Stakeholders Relationship Committee: Member
Relationships between Directors inter-se	None

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

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Mrs. Kavita Khatri (DIN: 08271931), fulfils the conditions for her appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members by way of a Special Resolution, for appointment of Mrs. Kavita Khatri (DIN: 08271931), as Non-Executive Independent Director on the Board of the Company for a term of five consecutive years effective from January 06, 2026 to January 05, 2031.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mrs. Kavita Khatri (DIN: 08271931), and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, without any fee, at the Company's corporate office during business hours on all working days up to and including the date day of EoGM.

The NRC and the Board recommend the resolution set forth in Item no. 1 of the notice for approval of the members by way of a special resolution.

Except Mrs. Kavita Khatri (DIN: 08271931) and her relatives, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this notice.

ITEM NO.2:

APPOINTMENT OF MR. MITULKUMAR KIRITBHAJ SUTHAR (DIN: 11469352) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTIONS

Independent Directors are appointed on the Company's Board for a term of up to five consecutive years and are eligible for reappointment, making the term of the overall Board staggered in nature. The Nomination and Remuneration Committee ('NRC') of the Board regularly discusses the succession of Independent Directors coming up for re-appointment or approaching end of their term. It assesses the balance of skills, knowledge and experience available with the Board as a whole and tries to recognize the possible gaps on account of such staggered terms, in order to maintain orderly succession of the Board.

The Committee strongly believed that Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352) fits into the criteria of skills/qualifications that it had determined to be necessary in prospective candidates.

The Board of Directors of the Company at its meeting held on January 06, 2026, upon the recommendation of the Nomination and Remuneration Committee, approved appointment of Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352) on the Board of Directors of the Company, as an Additional Director (in the category of Non-Executive Independent Director), not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from the January 06, 2026 to January 05, 2031 (both days inclusive), pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'), subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three 15s from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The NRC and the Board are of the view that the association of Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352) and the rich experience and vast knowledge that he brings with him would benefit the Company. The Board also believes that he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the agriculture sector. The Board believes his appointment would be apt considering the need for experts on the Board.

The Company has received from Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352) (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company.

DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI ARE GIVEN BELOW:

Name of the Director	Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352)
Date of Birth	21/11/1989
Nationality	Indian
Date of Appointment on the Board	January 06, 2026
Brief Profile	<p>Mr. Mitulkumar Kiritbhai Suthar is a qualified Company Secretary and a distinguished academic achiever, holding Gold Medals in both LL.B. and LL.M. (Business Law), along with Bachelor's and Master's degrees in Commerce with distinction. He is a distinguished academic achiever and seasoned corporate law practitioner.</p> <p>Mr. Mitulkumar Kiritbhai Suthar is a highly accomplished Corporate Law & Governance Professional with strong academic excellence, law gold medal achievements, and extensive professional experience in corporate compliance under various laws. His team brings extensive expertise across Corporate Laws and Governance, MCA/ROC filings, FEMA, FDI & ODI matters, Secretarial Audit, Bank Funding, ISO Certification, legal drafting, SEBI & listing compliances, startup registrations and IPR, corporate re-structuring, due diligence, certifications, and business licenses & registrations.</p> <p>With over 7 and half years of professional experience, Mr. Mitulkumar Kiritbhai Suthar has a demonstrated history of working in the domain of corporate compliance under the Companies Act, 2013. He is well-versed in Corporate Laws, Registering Startups, IPR, SEBI Regulations, Legal Drafting, Due Diligence, and Corporate Governance, and has a strong command over interactions with the Ministry of Corporate Affairs (MCA), Registrar of Companies (ROC) and various regulatory bodies.</p> <p>Mr. Mitulkumar Kiritbhai Suthar meets the skills and capabilities required for the role of Independent Director of the Company, offering valuable insights and contributing to the long-term success and growth of the company.</p>
Qualifications	C.S., LLM, LLB, M.Com. & B. Com.

Name of the Director	Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352)
Expertise in specific functional area	He possess appropriate skills, experience and knowledge business strategy, system & process implementation in the field of Corporate Laws and Governance, MCA/ROC filings, FEMA, FDI & ODI matters, Secretarial Audit, Bank Funding, ISO Certification, legal drafting, SEBI & listing compliances, startup registrations and IPR, corporate re-structuring, due diligence, certifications, and business licenses & registrations about more than 7 years.
Terms and conditions of appointment/re-appointment	As per Appointment letter
Details of Remuneration sought to be paid (Per annum)	No remuneration to be paid apart from fees or sitting fees
Remuneration Last drawn	Not applicable
Number of shares held in the Company	NIL
Directorships held in public companies including deemed public companies	POLYSIL IRRIGATION SYSTEMS LIMITED
Names of listed entities in which the person holds the directorship	POLYSIL IRRIGATION SYSTEMS LIMITED
Names of listed entities from which he has resigned in the past three years	NIL
Number of Board Meetings attended during the FY 2024-2025	N.A.
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	POLYSIL IRRIGATION SYSTEMS LIMITED Audit Committee: Member Stakeholders Relationship Committee: Member
Relationships between Directors inter-se	None

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

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352), fulfils the conditions for his appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members by way of a Special Resolution, for appointment of Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352), as Non-Executive Independent Director on the Board of the Company for a term of five consecutive years effective from January 06, 2026 to January 05, 2031.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352), and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, without any fee, at the Company's corporate office during business hours on all working days up to and including the date day of EoGM.

The NRC and the Board recommend the resolution set forth in Item no. 2 of the notice for approval of the members by way of a special resolution.

Except Mr. Mitulkumar Kiritbhai Suthar (DIN: 11469352) and his relatives, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this notice.

ITEM NO. 3:

REVISION IN REMUNERATION PAYABLE TO MR. BHARATKUMAR TULSHIBHAI PATEL (DIN: 07780251), CEO AND MANAGING DIRECTOR OF THE COMPANY: SPECIAL RESOLUTIONS

The Board of Directors of the Company, in their Meeting held on January 16, 2023, had appointed Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) as CEO and Managing Director of the Company for a period of 5 years w.e.f. January 16, 2023. The terms and conditions of appointment and remuneration of Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) as CEO and Managing Director of the Company was also approved by the Members of the Company by passing special resolution at Extra-Ordinary General Meeting of the members held on January 23, 2023.

However, looking to the contributions made by Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on February 17, 2026 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251), CEO and Managing Director of the Company as set out in this explanatory statement with effect from January 16, 2026, for the remaining tenure of his existing appointment, subject to the approval of the Shareholders of the Company. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

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

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one

Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolutions require approval of Shareholders of the company as special resolutions under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) is now being placed before the Members for their approval by way of Special Resolution.

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

General Information:

Nature of Industry: The Company is manufacturer and supplier of Micro Irrigation Systems products.

Date or expected date of commencement of commercial production: The Company has already commenced its commercial production since its incorporation, in fact, it was engaged in commercial production in the form of Private Limited Company before its conversion in to Public Limited Company.

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

Financial performance based on given indicators:

(In lakhs)

Particulars	F.Y. 2024-25	F.Y. 2023-24
Revenue from Operations	1388.84	4,446.42
Other Income	24.63	10.11
Total Income	1413.47	4,456.53
Less: Total Expenses before Depreciation, Finance Cost and Tax	1292.68	3,889.97
Profit before Depreciation, Finance Cost and Tax	120.79	566.56
Less: Depreciation	71.09	72.48
Less: Finance Cost	183.86	192.23
Profit Before Extraordinary & Exceptional Items and Tax	(134.16)	301.85
Less: Extraordinary & Exceptional Items	0.00	0.00
Profit before tax	(134.16)	301.85
Less: Current Tax	0.00	83.53
Less: Earlier Years Tax	44.84	0.00
Less: Deferred tax Liability (Asset)	6.19	11.15
Profit after Tax	(185.19)	207.17

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at December 31, 2025, total holding of NRI Shareholders in the Company was 15000 Equity Shares (0.067%).

Information about the appointee:

Background Details: Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) is the first generation entrepreneur, has over 25 years of rich experience in the micro irrigation sector. Mr. Bharat Patel is a strong believer in innovation, research and development. He has made significant investments towards the same, especially in the field of effortless and Farmer Friendly Micro Irrigation, to ensure that Polysil has dedicated team of R&D experts who works for the betterment of current micro irrigation technology.

Past Remuneration: In the financial year 2024-25, Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) was paid remuneration of Rupees 42.02 Lakhs.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) is playing a pivotal role along with other industry leaders to formulate, guide and implement government policies for the overall development of Micro Irrigation industry in India for the Company.

He also believes that learning is a continuous process and takes time from his strenuous schedule to attend seminars and training programs. He always takes part in various trainings as part of his continuous self-development. In his leadership the Polysil Irrigation is all set on a path of success and growth. It is his vision to take Polysil Irrigation on such heights that it became a brand of trust and reliability.

Revised Terms and Conditions of Remuneration:

Up to Rupees 7.00 Lakhs per month for his existing remaining term, with 10% increments every year and first such increment will be effective from April 01, 2026, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

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): Taking into consideration the size of the Company, the profile of Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) has pecuniary relationship to the extent he is Promoter – CEO and Managing Director - Shareholder of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. January 16, 2026 until revised further.

The Board of Directors recommend the Special Resolutions at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI ARE GIVEN BELOW:

Name of the Director	Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251)
Date of Birth	20/06/1974
Qualification	Diploma in Electronics Eng.
Experience - Expertise in specific functional areas - Job profile and suitability	<p>Mr. Bharatkumar Tulshibhai Patel (DIN: 07780251) is the first generation entrepreneur, has over 25 years of rich experience in the micro irrigation sector. Mr. Bharat Patel is a strong believer in innovation, research and development. He has made significant investments towards the same, especially in the field of effortless and Farmer Friendly Micro Irrigation, to ensure that Polysil has dedicated team of R&D experts who works for the betterment of current micro irrigation technology.</p> <p>He is playing a pivotal role along with other industry leaders to formulate, guide and implement government policies for the overall development of Micro Irrigation industry in India.</p> <p>He also believes that learning is a continuous process and takes time from his strenuous schedule to attend seminars and training programs. He always takes part in various trainings as part of his continuous self-development. In his leadership the Polysil Irrigation is all set on a path of success and growth. It is his vision to take Polysil Irrigation on such heights that it became a brand of trust and reliability.</p>
No. of Shares held as on December 31, 2025	56,36,500 Equity Shares
Terms & Conditions	There is no change or modifications in the Terms and Conditions except revision in the Remuneration. Refer Explanatory Statement for Item No. 3 of this Notice.
Remuneration Last Drawn	INR 42.02 Lakhs for F.Y. 2024-25
Remuneration sought to be paid	Not Applicable
Number of Board Meetings attended during the Financial Year 2024-25	12 out of 12
Date of Original Appointment	02/02/2018
Date of Appointment in current terms	16/01/2023
Directorships held in public companies including deemed public companies	1
Memberships / Chairmanships of committees of public companies*	2
Inter-se Relationship with other Directors.	NIL

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

ITEM NO. 4:

REVISION IN REMUNERATION PAYABLE TO MR. PRAFULBHAI DAMJIBHAI RADADIA (DIN: 09660425), WHOLE-TIME DIRECTOR OF THE COMPANY: SPECIAL RESOLUTIONS

The Board of Directors of the Company, in their Meeting held on January 16, 2023, had appointed Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) as Whole-Time Director of the Company for a period of 5 years w.e.f. January 16, 2023. The terms and conditions of appointment and remuneration of Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) as Whole-Time Director of the Company was also approved by the Members of the Company by passing special resolution at Extra-Ordinary General Meeting of the members held on January 23, 2023.

However, looking to the contributions made by Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on February 17, 2026 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425), Whole-Time Director of the Company as set out in this explanatory statement with effect from January 16, 2026, for the remaining tenure of his existing appointment, subject to the approval of the Shareholders of the Company. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

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

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolutions require approval of Shareholders of the company as special resolutions under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) is now being placed before the Members for their approval by way of Special Resolution.

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

General Information:

Nature of Industry: The Company is manufacturer and supplier of Micro Irrigation Systems products.

Date or expected date of commencement of commercial production: The Company has already commenced its commercial production since its incorporation, in fact, it was engaged in commercial production in the form of Private Limited Company before its conversion in to Public Limited Company.

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

Financial performance based on given indicators:

(In lakhs)

Particulars	F.Y. 2024-25	F.Y. 2023-24
Revenue from Operations	1388.84	4,446.42
Other Income	24.63	10.11
Total Income	1413.47	4,456.53
Less: Total Expenses before Depreciation, Finance Cost and Tax	1292.68	3,889.97
Profit before Depreciation, Finance Cost and Tax	120.79	566.56
Less: Depreciation	71.09	72.48
Less: Finance Cost	183.86	192.23
Profit Before Extraordinary & Exceptional Items and Tax	(134.16)	301.85
Less: Extraordinary & Exceptional Items	0.00	0.00
Profit before tax	(134.16)	301.85
Less: Current Tax	0.00	83.53
Less: Earlier Years Tax	44.84	0.00
Less: Deferred tax Liability (Asset)	6.19	11.15
Profit after Tax	(185.19)	207.17

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at December 31, 2025, total holding of NRI Shareholders in the Company was 15000 Equity Shares (0.067%).

Information about the appointee:

Background Details: Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) has joined Polysil as a manager in 2012. He has working exposure since 1998 in the field of Production, Tendering Process, Technically excellence, Project work, identifying and exploring new areas in other states. He has been promoted as General Manager 2017. Further, he was promoted as Director in 2022. He is currently designated as Whole Time Director of the Company since January 16, 2023.

Past Remuneration: In the financial year 2024-25, Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) was paid remuneration of Rupees 12.98 Lakhs.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) has an exposure of bigger size project designing. He is an expertise in product designing and is involved in innovation of products.

Revised Terms and Conditions of Remuneration:

Up to Rupees 3.00 Lakhs per month for his existing remaining term, with 10% increments every year and first such increment will be effective from April 01, 2026, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

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): Taking into consideration the size of the Company, the profile of Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) has pecuniary relationship to the extent he is Promoter - Whole-Time Director - Shareholder of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. January 16, 2026 until revised further.

The Board of Directors recommend the Special Resolutions at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425) himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI ARE GIVEN BELOW:

Name of the Director	Mr. Prafulbhai Damjibhai Radadia (DIN: 09660425)
Date of Birth	17/06/1975
Qualification	B.Tech in Agri. Engineering
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Prafulbhai Damjibhai Radadia (09660425) has joined Polysil as a manager in 2012. He has working exposure since 1998 in the field of Production, Tendering Process, Technically excellence, Project work, identifying and exploring new areas in other states. He has been promoted as General Manager 2017. Further, he was promoted as Director in 2022. He has an exposure of bigger size project designing. He is an expertise in product designing and is involved in innovation of products.
No. of Shares held as on December 31, 2025	4,77,750 Equity Shares
Terms & Conditions	There is no change or modifications in the Terms and Conditions except revision in the Remuneration. Refer Explanatory Statement for Item No. 4 of this Notice.
Remuneration Last Drawn	INR 12.98 Lakhs for F.Y. 2024-25
Remuneration sought to be paid	Not Applicable
Number of Board Meetings attended during the Financial Year 2024-25	12 out of 12
Date of Original Appointment	04/07/2022
Date of Appointment in current terms	16/01/2023
Directorships held in public companies including deemed public companies	1
Memberships / Chairmanships of committees of public companies*	NIL
Inter-se Relationship with other Directors.	NIL

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

Registered office:

Survey No- 340/1, Beside Hystuff Steel, At Post Raniya, Taluka Savli, District Vadodara - 391 780, Gujarat, India

By order of the Board of Directors
For, **Polysil Irrigation Systems Limited**
CIN: L17100GJ1985PLC127398

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Place: Vadodara

Date: February 17, 2026

Bharatkumar Patel
CEO and Managing Director
DIN: 07780251