INNOMET ADVANCED MATERIALS LIMITED

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CIN: L27101TG2019PLC132262
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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th (Seventh) Annual General Meeting (AGM) of the Members of Innomet Advanced Materials Limited (CIN: L27101TG2019PLC132262) ("the Company") will be held on **Tuesday, September 22, 2026, at 11:30 A.M. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

Item No.1 – Ordinary Business

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon, and in this regard, to consider and if thought fit, to pass the following resolution as **an Ordinary Resolution.**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon, be and are hereby received, considered and adopted."

Item No.2 – Ordinary Business

To re-appoint Mrs. Saritha Devi Chilakapati (DIN: 08432017), Director of the Company, who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolution as **an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of Association of the Company, Mrs. Saritha Devi Chilakapati (DIN: 08432017), Director of the Company, who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation**."**

Item No. 3 – Special Business

To approve the appointment of Ms Sanjna Chowdary Chilakapati (DIN:11537278) as a Non-Executive Non-Independent Director of the Company**,** and in this regard, to consider and if thought fit, to pass the following resolution as **an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Sanjna Chowdary Chilakapati (DIN: 11537278), who was appointed as an Additional Director under the category of Non-Executive Non-Independent Director of the Company with effect from February 11, 2026, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing requisite e-forms and returns with the Registrar of Companies and other statutory authorities, as may be required."

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Item No. 4 – Special Business

To consider and approve and ratify payment of remuneration/professional fees to Ms. Sanjna Chowdary Chilakapati (DIN: 11537278), and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution.**

RESOLVED THAT pursuant to the provisions of Sections 188, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the Articles of Association of the Company, based on the recommendation of Audit Committee, Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby accorded to ratify the remuneration paid to Ms. Sanjna Chowdary Chilakapati (DIN: 11537278), Director and Promoter of the Company, and to approve payment of professional fees to her up to Rs.30,00,000/- (Rupees Thirty Lakhs Only) per annum, payable on a monthly basis for rendering of professional services , in addition to the sitting fees, if any, payable for attending meetings of the Board and Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to determine, from time to time, the terms and conditions of such professional fees payable to Ms. Sanjna Chowdary Chilakapati, in its absolute discretion, subject to compliance with applicable provisions of the Act and Listing Regulations."

Item No. 5 – Special Business

To consider and approve the appointment of Mr.Venkata Sai Kiran Chakravadhanula (DIN: 11094810) as Non-executive Independent Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as **an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr.Venkata Sai Kiran Chakravadhanula (DIN: 11094810), who was appointed as an Additional Director under the category of Non-executive Independent Director of the Company by the Board of Directors with effect from May 23, 2026 and who holds office up to the date of this Annual General Meeting, and who has submitted the requisite declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and is eligible for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-executive Independent Director of the Company, to hold office for a first term of five consecutive years commencing from May 23, 2026 and ending on May 22, 2031 (both days inclusive), not liable to retire by rotation,

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and to file the requisite documents e-forms and returns with the Registrar of Companies and other statutory authorities, as may be required."

Item No. 6 – Special Business

To consider and approve the appointment of M/s. P. S. Rao & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five consecutive financial years commencing from FY 2026-27 to FY 2030-31, and in this regard, to consider and if thought fit, to pass 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 ("Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for the appointment of M/s. P. S. Rao & Associates, Practicing Company Secretaries, having Office at Flat No. 10, 4th Floor, Ishwarya Nilayam, 6-3-347/22/2, Dwarakapuri Colony, Panjagutta, Hyderabad – 500082, Telangana, as the Secretarial Auditors of the Company for a period of five consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31**.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and to file the requisite documents e-forms and returns with the Registrar of Companies and other statutory authorities, as may be required."

Item No. 7 – Special Business

To provide authority under Section 185(2) of the Companies Act, 2013 to advance loans, give guarantees or provide securities to any person in whom any of the Directors of the Company are interested, and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution.**

"**RESOLVED THAT** pursuant to the provisions of Section 185(2) of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and Its Powers) Rules, 2014, and other applicable provisions of the Act and Rules made thereunder (including any amendment thereto or re-enactment thereof), the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee of the Board to be constituted to exercise its powers, including the powers conferred by this resolution) to advance any loan (including any loan represented by a book debt), or give any guarantee or provide any security in connection with any loan taken/to be taken by entity or any person in whom any of the Directors of the Company is interested or deemed to be interested) not exceeding Rs.100,00,00,000 (Rupees One Hundred Crores Only) in one or more tranches, which the Board may, in its absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such amount shall be utilized by borrowing entity(ies)/person(s) for its/their principal business activities or such other activities as may be specified under Section 185 of the Act from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make or cause to be made applications, seek approvals, consents, permissions and sanctions from any statutory, regulatory, governmental or other authorities as may be required; to determine, negotiate and finalise the terms and conditions of any loan(s), advance(s), guarantee(s) or security(ies) to be provided in accordance with Section 185(2) of the Act, including the manner and mode of providing security by creating charge or otherwise on the movable and/or immovable properties of the Company; to sign, execute, acknowledge and endorse the necessary documents, contracts, agreements and all other papers; and to do all such acts, deeds, matters, steps and things as may be necessary, proper, desirable or expedient in its absolute discretion to give effect to this resolution, including filing requisite forms with the Registrar of Companies/Ministry of Corporate Affairs and other statutory authorities, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Item No. 8 – Special Business

To provide authority to invest the funds of the Company, grant loans, give guarantees and provide securities under Section 186 of the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass the following resolutions as **Special Resolution.**

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and Its Powers) Rules, 2014, and other applicable provisions of the Act and Rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to such other consents, permissions and approvals, as may be required in that behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board to be constituted to exercise its powers, including the powers conferred by this Resolution), (i) to give any loan to any person or other body corporate, (ii) to give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, in one or more tranches, subject to the condition that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time in future, shall not exceed a sum of Rs. 100,00,00,000 (Rupees One Hundred Crores Only), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine, negotiate and finalise the terms and conditions of all investments, loans, subscriptions, purchase or disposal of shares, guarantees and securities, and other investments made, to be made, renewed or withdrawn from time to time as the Board may deem proper in its absolute discretion; to sign and execute subscription forms, applications, agreements, deeds, consents, letters and all other necessary documents and papers; and to do all such acts, deeds, matters, steps and things as may be necessary, proper, desirable or expedient to give effect to this resolution, including filing requisite e-forms and returns with the Registrar of Companies/Ministry of Corporate Affairs and other statutory authorities, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Item No. 9 – Special Business

To provide authority under Section 180(1)(c) of the Companies Act, 2013 for borrowing monies, and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee which the Board may have constituted or to be constituted, to exercise its powers, including the powers conferred by this Resolution) to borrow monies from any one or more Banks and/or Financial Institution(s) and/or any other Lending Institution(s), other Organisations or Bodies Corporate in India or abroad, whether by way of issue of debentures, commercial papers, long term/short term loans, suppliers' credit, cash credit, advance, loans or bill discounting, by way of issue of debentures, warrants, any other kind of Bonds/Securities, Commercial Borrowings or securitised instruments such as floating rate notes, fixed rate notes, syndicated loans or any other instruments/securities/borrowings/credit facilities or in such other form as may be permitted by law for the time being in force, from India or abroad, in Indian Rupees and/or in any foreign currency from time to time, at its discretion, with or without security and on such terms and conditions as the Board may deem fit, provided that the total amount to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), shall not at any time exceed Rs. 200,00,00,000 (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to sign and execute such documents, deeds, writings, papers and agreements as may be required in respect of the aforesaid borrowings, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, proper or desirable to give effect to this resolution, including filing requisite e-forms and returns with the Registrar of Companies and other statutory authorities, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Item No. 10 – Special Business

To provide authority under Section 180(1)(a) of the Companies Act, 2013 for creation of charge / mortgage / hypothecation, etc., on the assets of the Company, and in this regard, to consider and if thought fit, to pass the following resolutions as **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form, manner and ranking and at such time(s) and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future, and/or the whole or any part of the undertaking(s) of the Company, together with the power to take over the substantial assets of the Company in certain events, in favour of any Bank(s), Financial Institution(s), Lending Institution(s), other financial institutions, bodies corporate or other persons, whether in India or abroad, to secure the repayment and discharge of loans, borrowings and/or other financial facilities availed/to be availed by the Company, together with interest, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect thereof, provided that the total amount of such loans, borrowings and other financial facilities together with the interest thereon and all other monies payable in connection therewith shall not at any time exceed Rs. 200,00,00,000 (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and determine the terms and conditions of the mortgages and/or charges referred to above, to sign and execute such documents, deeds, writings, papers and agreements as may be required, necessary or incidental thereto, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, proper or desirable to give effect to this resolution, including filing requisite e-forms and returns with the Registrar of Companies and other statutory authorities, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Item No. 11 – Special Business

To consider and approve the increase in the Authorised Share Capital of the Company and the consequential alteration to the Capital Clause of the Memorandum of Association, and in this regard, to consider and if thought fit, to pass the following resolutions as **an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a) and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and any other applicable laws, the approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 20,00,000 (Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, and consequently, to alter the Memorandum of Association of the Company by substituting the existing Clause V thereof with the following as the new Clause V:

Clause V. The Authorised Share Capital of the Company is Rs.16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One crore Sixty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution, including filing requisite forms and returns with the Registrar of Companies/Ministry of Corporate Affairs and other statutory authorities, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Item No. 12 – Special Business

To consider and approve the Issue of Share Warrants on Preferential Basis to Non-Promoter (Individual) and in this regard, to consider and if thought fit, to pass the following resolutions as **Special Resolution**

"**RESOLVED THAT** pursuant to Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR Regulations") the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, to the extent applicable and approvals including from National Stock Exchange of India Ltd. ("NSE/Stock Exchange") and all other Statutes, Rules, Regulations, Guidelines, Notifications, Circulars and clarifications as may be applicable and other approvals, if any, the approval of the members be and is hereby accorded to the Board of Directors of the Company ("Board") to offer, issue and allot upto 11,92,200 (Eleven Lakh Ninety Two Thousand Two Hundred) Equity Share Warrants ("Warrants") on preferential basis, in one or more tranches, to the identified investor as specified in the explanatory statement, at an issue/exercise price of Rs.210 (Rupees Two Hundred Ten Only) per warrant being the price determined in accordance with the provision of SEBI ICDR Regulations, which shall be convertible /exercisable into equal number of Equity Shares of the Company at the option of the Warrant holder, in one or more tranches, not later than 18 (Eighteen) months from the date of their allotment in accordance with the SEBI ICDR Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares / conversion or exercise of warrants to the identified investor as mentioned in the explanatory statement.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

a) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly allot the equal number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holder;

b) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the warrant holder on the exercise of the Warrants;

c) in the event that, a warrant holder does not exercise the warrants within a period of 18 (eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holder on such warrants shall stand forfeited by the company;

d) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT the proposed preferential issue will result in the allotment of Warrants representing more than five per cent of the post-issue fully diluted share capital of the Company and, accordingly, pursuant to the provisions of Regulation 166A of the SEBI ICDR Regulations, the Company has obtained a valuation report from Mr. V Gangadhara Rao N, Independent Registered Valuer Registered with IBBI , Vide in Registration Number IBBI/RV/06/2019/10709, and the price/ fair value determined therein has been considered for determining the issue price of the Warrants and the said valuation report shall be placed on the website of the Company.

RESOLVED FURTHER THAT "Relevant Date", in relation to the issue of these Equity Share Warrants as per the provisions of Chapter V of the SEBI ICDR Regulations shall be reckoned as August 21, 2026, Friday ("the Relevant Date"), being the day preceding the weekend or holiday, as the date 30 days prior to the date of General meeting falls on Sunday, the August 23, 2026.

RESOLVED FURTHER THAT the Equity Shares of the Company are listed on the National Stock Exchange of India Limited ("NSE"), being a recognised stock exchange, and have been listed for a period of 90 trading days or more as on the Relevant Date and are frequently traded, and accordingly, the floor price for the proposed preferential issue of Convertible Warrants has been determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the issue price of Rs.210/- (Rupees Two Hundred Ten only) per Equity Share Warrant has been fixed in accordance with the pricing methodology prescribed under the SEBI ICDR Regulations, and the detailed basis of such determination, including reference to Regulation 164 and Regulation 166A and the valuation report obtained from the independent registered valuer, is set out in the explanatory statement annexed to the notice convening 7th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted upon exercise of Warrants shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by Proposed Allotee to whom the said Equity Shares Warrants were offered under this preferential offer.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees whose names have been recorded in Form PAS-5, through the Private Placement Offer Letter in Form No. PAS-4 or in such other form or document as may be prescribed under the Act.

RESOLVED FURTHER THAT the certificate issued by the Practising Company Secretary certifying that the aforesaid preferential issue of Equity Share Warrants is being made in accordance with the applicable provisions of the SEBI ICDR Regulations be and is hereby taken on record**.**

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation the following activities without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

a) to make an offer to the Proposed Allottees whose names have been recorded in Form PAS-5, through the Private Placement Offer Letter in Form No. PAS-4 or such other form, letter, document or electronic mode as may be prescribed under the Act and the rules and regulations made thereunder;

b) to make, sign, execute, issue, deliver, submit and file all requisite applications, certificates, undertakings, declarations, forms, documents, returns, statements, affidavits, other papers and writings to obtain all necessary approvals, consents, permissions, sanctions, registrations, in-principle approvals, listing approvals and other regulatory approvals, wherever required, from SEBI, the Stock Exchange, the Registrar of Companies, the Ministry of Corporate Affairs ("MCA"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/or any other governmental, statutory, regulatory or other authority (ies), agency(ies) or body (ies) having jurisdiction in connection with the preferential issue;

c) to make, sign, execute, issue, deliver, submit and file such other requisite, undertakings, declarations, forms, documents, returns, statements, affidavits, forms, agreements, offer letters (PAS-4), record of Private Placement (PAS-5) and such other papers and writings, as may be necessary, desirable or expedient time to time, in connection with the said issue and allotment of equity share warrants, and the issue and allotment of the resultant Equity Shares upon conversion or exercise thereof, for implementation and completion said preferential offer

d) To sing, file submit necessary e-forms and documents with Roc /Ministry of Corporate Affairs and other filings required to be made with the Registrar of Companies/Ministry of Corporate Affairs.

e) to give effect to and make such modifications, changes, variations, alterations, additions, amendments and/or deletions to the terms and conditions of the preferential issue, the Warrants and the resultant Equity Shares as may be required or considered necessary, desirable or expedient by any applicable governmental, statutory, regulatory or other authority, including SEBI, the Stock Exchange(s), MCA or the depositories, and to take all necessary steps and actions in relation thereto;

f) to issue clarifications, provide responses, make representations and submissions, and to resolve and settle all questions, difficulties, doubts and matters arising out of or in connection with the preferential issue, offer, issue and allotment of the Equity Share Warrants and the issue and allotment of the resultant Equity Shares upon conversion or exercise thereof, and all matters incidental or consequential thereto;

g) to appoint, engage, replace and/or discontinue advisors, merchant bankers, consultants, valuers, legal counsel, auditors, practising company secretaries, registrars, depository participants, intermediaries, professionals and other agencies or service providers as may be considered necessary, desirable or expedient for the purposes of implementing, completing and giving effect to the aforesaid preferential issue and to determine and settle their terms of engagement and remuneration;

h) to open, operate, maintain and close such bank accounts, escrow accounts, demat accounts and other accounts as may be necessary or expedient in connection with the preferential issue and to give instructions to the bankers, depositories, registrars, intermediaries and other service providers in relation thereto, in accordance with applicable laws;

i) to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable, incidental, consequential or expedient for giving effect to the aforesaid resolutions and for making, implementing and completing the aforesaid preferential offer, issue and allotment of the Equity Share Warrants and the subsequent issue and allotment of the resultant Equity Shares upon conversion or exercise of the Warrants, including making applications, submissions and representations to and obtaining approvals, permissions and confirmations from all concerned authorities, and to settle all questions and difficulties that may arise in relation thereto;

a) to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies)

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid Resolution."

Item No.13 – Special Business

To approve the Innomet Advanced Materials Limited Employee Stock Option Scheme 2026 and grant of Employee Stock Options thereunder, to consider and if thought fit, to pass the following resolutions as **Special Resolution.**

"RESOLVED THAT pursuant to the provisions of (i) Section 62 and all other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 and the Rules made thereunder; (ii) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (" SEBI SBEB Regulations"); (iii) the relevant provisions of the Memorandum and Articles of Association of the Company; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; (v) the Foreign Exchange Management Act, 1999, as amended from time to time, read with the Rules, Regulations, Circulars and Notifications issued thereunder; (vi) the Circulars, Guidelines, Notifications and Clarifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India; and (vii) all other applicable laws, rules, regulations, notifications and guidelines, as amended from time to time (collectively, "Applicable Law"), and subject to such approvals, consents, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any statutory or regulatory authority while granting such approvals, the consent of the Members of the Company be and is hereby accorded:

(i) for the introduction and implementation of the Innomet Advanced Materials Limited – Employee Stock Option Scheme 2026 ("ESOP 2026" or "Scheme") through an irrevocable employee welfare trust, namely Innomet Advanced Materials Limited Employees Welfare Trust ("Trust"), to be constituted by the Company in accordance with the Act, the rules made thereunder, the SEBI SBEB Regulations and other Applicable Law, the salient features of which are set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice;

(ii) To approve and authorise the Board of Directors (hereinafter referred to as the "Board", which expression shall include any committee duly constituted by the Board, including the Nomination and Remuneration Committee which shall be designated as the Compensation Committee) or their delegated authority to exercise its powers, including the powers conferred by this resolution and under the SBEB Regulations, to exercise all such powers and take all such actions as may be necessary or expedient for the implementation and administration of Innomet Advanced Materials Limited – Employee Stock Option Scheme 2026 ("ESOP 2026" or "Scheme"), including the powers conferred by this resolution and under the SEBI SBEB Regulations, and to create, offer, grant and allot, from time to time, in one or more tranches, not exceeding 2,60,000 (Two Lakh Sixty Thousand) employee stock options ("Options"), each Option being exercisable into one (1) fully paid-up equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each ("Shares"), under ESOP 2026, for the benefit of eligible employees/persons, including future employees of the Company, whether Whole-time Directors or not, other than Promoters, Independent Directors of the Company and Directors holding more than 10% of the outstanding equity shares of the Company, and eligible employees of the present or future subsidiary companies of the Company, whether working in India or outside India, and such other eligible persons as may be permitted under Applicable Law and as may be determined by the Board from time to time (hereinafter referred to as "employees"), through an irrevocable employee welfare trust, namely Innomet Advanced Materials Limited Employees Welfare Trust ("Trust""), to be constituted by the Company in accordance with the Act, the rules made thereunder, the SEBI SBEB Regulations and other Applicable Law, to be sourced through primary issuance by the Company to the Trust or secondary acquisition by the Trust, or through a combination thereof as may be permitted under Applicable Law, the salient features of which are set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice."

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board to devise, formulate, modify, change, vary, alter, amend, suspend or terminate ESOP 2026, including to frame, notify and approve any sub-plans, scheme(s), grant documents, exercise price, vesting period, processes, ancillary policies and other terms and conditions relating to ESOP 2026, within the parameters approved by the Members and contained in ESOP 2026, and to make such procedural and administrative changes from time to time as may be necessary or expedient for implementation and administration of ESOP 2026, subject to compliance with Applicable Law, provided that:

a) any change necessitated to comply with regulatory requirements or as may be specified or required by any statutory or regulatory authority may be made without obtaining further approval of the Members, in accordance with Regulation 7(2) of the SEBI SBEB Regulations;

b) any material variation to the terms of ESOP 2026 shall be placed before the Members for approval by way of a special resolution, in accordance with Regulation 7 of the SEBI SBEB Regulations, and no such variation shall be prejudicial to the interests of the employees;

c) any authority delegated by the Board to the Committee under this resolution shall be exercised within the parameters of ESOP 2026 and the SEBI SBEB Regulations and shall not result in any variation requiring approval of the Members under applicable law; and

d) no re-pricing of the Options shall be undertaken without the prior approval of the Members by way of a special resolution, in accordance with Regulation 7(5) of the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Scheme shall be administered, implemented and supervised by the Nomination and Remuneration Committee of the Company, which shall have all such powers and authority as are conferred upon it under the Scheme and applicable laws, and is hereby designated as the Compensation Committee in accordance with the applicable provisions of the SEBI SBEB Regulations, for the purpose of administration, implementation and supervision of the Scheme and ensuring due compliance with the provisions of the Scheme, the SEBI SBEB Regulations and other Applicable Laws;

RESOLVED FURTHER THAT the Equity Shares underlying the Options granted under the Scheme to be sourced through primary issuance by the Company to the Trust or secondary acquisition by the Trust, or through a combination thereof, from time to time, in accordance with the provisions of the Scheme and the SEBI SBEB Regulations, and the Trust shall transfer such Equity Shares to the respective Grantees upon exercise of the Options, in accordance with the terms and conditions of the grant and the provisions of the Scheme; the Equity Shares allotted by the Company to the Trust shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the consent of the Members, be and is hereby accorded to the Board and/or the Committee to make fair and reasonable adjustments to the number of Options and/or the exercise price and/or number of equity shares arising on exercise, in the event of any corporate action including but not limited to rights issues, bonus issues, merger, demerger, re-organisation, or such other similar events, and that the cumulative Equity Shares allotted upon such adjustment may exceed the ceiling of total number of Options and Equity Shares specified above shall be deemed to be increased to the extent such excess represents a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Share of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees, if any, under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees/grantees.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition of the Equity Shares of the Company, in accordance with the provisions of the SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company, the Trust and the Trustees of the Trust shall ensure compliance, at all times, with the applicable provisions of the SEBI SBEB Regulations, the Act and the rules made thereunder, and all other Applicable Laws, in connection with the implementation, administration and operation of the Scheme and the acquisition, whether through primary acquisition and/or secondary acquisition, or through a combination thereof holding and transfer of Equity

Shares by the Trust, including maintenance of proper books of account, records and documents and making such disclosures as may be prescribed under Applicable Laws.

RESOLVED FURTHER THAT the Company and the Trustees of the Trust shall comply with the applicable accounting policies, accounting standards and disclosure requirements prescribed from time to time under the SEBI SBEB Regulations, the Act and the rules made thereunder, and all other Applicable Laws, to the extent relevant and applicable to the Scheme, the Trust and the transactions undertaken thereunder.

RESOLVED FURTHER THAT any transfer of Equity Shares to non-resident Employees, if any, shall be subject to compliance with the applicable provisions of the SEBI SBEB Regulations, the Foreign Exchange Management Act, 1999 and the rules, regulations, directions and circulars issued thereunder, and such approvals, permissions or filings as may be required from the Reserve Bank of India or any other competent authority.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the Equity Shares acquired and held by the Trust, in accordance with the applicable provisions of the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable, expedient or incidental for giving effect to, and for the effective implementation, administration and operation of "ESOP 2026" or "Scheme", including, without limitation:

a) To constitute, establish and settle the Trust and take all necessary steps in connection therewith, including appointing Trustees, settling, executing, amending and registering the Trust Deed and related documents, opening bank and demat accounts, and arranging for registrations, permissions and compliances as may be required.

b) To provide, arrange or facilitate funds, loans or other financial assistance to the Trust as permissible under Applicable Laws for acquisition of equity shares of the Company through primary or secondary acquisition, or through a combination thereof, and to determine and approve the terms thereof.

c) To make applications for and obtain all necessary approvals, consents, permissions, sanctions, registrations including in-principle approvals, listing approvals wherever required, from SEBI, the stock exchange(s), Registrar of Companies, MCA, RBI, depositories, banks, trustees, tax authorities, and any other governmental or regulatory authority.

d) To file all necessary forms, returns, applications, intimations, reports and disclosures with SEBI, ROC, MCA, RBI, depositories, stock exchange(s) and other authorities, and to make all necessary filings and submissions in connection with ESOP 2026 and the Trust.

e) To execute, sign, issue, deliver and file all applications, agreements, certificates, undertakings, declarations, affidavits, letters, forms, deeds, documents and other writings as may be necessary or expedient in connection with the Scheme and/or the Trust.

f) To appoint and engage advisors, merchant bankers, consultants, valuers, legal counsel, auditors, trustees, depository participants, registrars, intermediaries, professionals and other agencies as may be considered necessary or desirable for implementation and administration of ESOP 2026 and the Trust, and to determine their terms of appointment and remuneration.

g) To open, operate and maintain bank accounts, demat accounts and other accounts in the name of the Trust and to authorise persons for operating the same in accordance with Applicable Laws and the Scheme.

h) To undertake, facilitate and give effect to the grant, vesting and exercise of Options and acquisition, holding and transfer of equity shares by the Trust, whether through primary or secondary acquisition, or through a combination thereof both, and all matters incidental thereto, in accordance with the Scheme and SEBI SBEB Regulations.

i) To maintain, or cause to be maintained, all statutory registers, books of account, records, documents and other information relating to ESOP 2026 and the Trust, and to ensure compliance with all applicable accounting, reporting, disclosure and other requirements.

j) To make modifications, amendments, alterations or clarifications to the Scheme, the Trust Deed or any other document as may be necessary to give effect to the Scheme or to comply with statutory or regulatory requirements, provided such changes are not prejudicial to the interests of eligible employees and are in accordance with Applicable Laws and approvals obtained from Members.

k) To settle, resolve or clarify any questions, difficulties, doubts or disputes that may arise in connection with the establishment of the Trust or the implementation, administration or operation of ESOP 2026, and to take all such actions as may be necessary to give effect to the Scheme.

l) To do all such acts, deeds, matters and things as may be required from time to time for giving effect to and for the implementation of ESOP 2026, as the Board may deem necessary or expedient in its discretion.

m) to execute, sign, issue, deliver, submit, acknowledge, endorse affirm, and file all applications, agreements, certificates, undertakings, declarations, affidavits, letters, forms, deeds, documents and other writings as may be necessary or expedient for giving effect to this resolution and for the effective implementation and administration of ESOP 2026 and the Trust, including the filing of all requisite forms, returns, intimations, reports and disclosures with the Registrar of Companies, the Securities and Exchange Board of India, the stock exchange(s), the Ministry of Corporate Affairs, the Reserve Bank of India, depositories and any other statutory, regulatory or governmental authority.

n) To delegate any or all of the aforesaid powers to any Director, officer, employee, Trustee or other authorised person of the Company or the Trust, as may be considered appropriate, and to do all such other acts, deeds, matters and things as may be necessary, desirable, expedient, incidental or ancillary thereto for giving effect to this resolution and for the effective implementation, administration and operation of ESOP 2026 and the Trust.

Item No.14 – Special Business

Approval to the grant of employee stock options to the eligible employees of the Subsidiary company(ies) of the Company including future Subsidiary Company(ies) under 'Innomet Advanced Materials Limited – Employee Stock Option Scheme 2026' and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution.**

"RESOLVED THAT pursuant to the (i) provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 and the rules made thereunder; (ii) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, including any statutory modification(s) or re-enactment thereof ("SEBI SBEB Regulations"); (iii) relevant provisions of the Memorandum and Articles of Association of the Company; (iv) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or re-enactment thereof; (v) the Foreign Exchange Management Act, 1999, as amended from time to time, read with the rules, regulations, circulars and notifications issued thereunder; (vi) the circulars, guidelines, notifications and clarifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, and (vii) all other applicable laws, rules, regulations, notifications and guidelines, as amended from time to time (together, "Applicable Law"), and subject to any approvals, consents, permissions and sanctions of any authority(ies), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by such authority(ies) while granting any such approvals, consents, permissions and sanctions, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company ("Board"), which term shall include any committee duly constituted by the Board, including but not limited to the Nomination and Remuneration Committee ("Committee"), or their delegated authority to exercise its powers, including the powers conferred by this resolution and under the SEBI SBEB Regulations, the approval of the Members of the Company be and is hereby accorded to extend the benefit of the Innomet Advanced Materials Limited – Employee Stock Option Scheme, 2026 ("ESOP 2026 or the Scheme) to the eligible employees of the existing and future Subsidiary Company(ies) of the Company, whether incorporated in India or outside India, as may be permitted under Applicable Law, subject to such employees satisfying the eligibility criteria prescribed under ESOP 2026, and to grant Options to, and facilitate the vesting and exercise of such Options by, such eligible employees, within the overall ceiling of the Options and Equity Shares reserved under ESOP 2026, through an irrevocable employee welfare trust, namely Innomet Advanced Materials Limited Employees Welfare Trust ("Trust"), to be constituted by the Company in accordance with the Act, the rules made thereunder, the SEBI SBEB Regulations and other Applicable Laws, with the underlying Equity Shares to be sourced by the Trust through primary issuance by the Company to the Trust or secondary acquisition by the Trust, or through a combination thereof in each case as may be permitted under Applicable Laws, and to transfer such Equity Shares to the eligible employees upon exercise of the Options, in accordance with ESOP 2026 and Applicable Laws, the salient features of which are set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice."

RESOLVED FURTHER THAT the Board be and is hereby authorised to transfer Equity Shares to the eligible employees of the existing and future Subsidiary Company(ies) upon exercise of Options from time to time in accordance with ESOP 2026, and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company, and in case of any corporate action(s), such as rights issue, bonus issue, sub-division or consolidation of Equity Shares, change in capital structure of the Company and others, make such requisite adjustments, which may include adjustments to the number of Options and/or the Exercise Price under ESOP 2026, in a fair and reasonable manner, in accordance with ESOP 2026 and the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to and implementing the extension of the benefits of ESOP 2026 to eligible employees of the existing and future Subsidiary Company(ies) of the Company, including determining and implementing the manner and terms of such extension in accordance with the Scheme and the SEBI SBEB Regulations, making and obtaining such applications, approvals, consents, permissions and in-principle approvals as may be required from the Securities and Exchange Board of India, stock exchange(s), Registrar of Companies, depositories and any other statutory, regulatory or governmental authority, filing necessary forms, returns, intimations and disclosures, executing agreements, certificates, undertakings and other documents, coordinating with the Subsidiary Company(ies), the Trust and other intermediaries, maintaining necessary records and making requisite disclosures, and taking all such actions as may be necessary for the effective grant, vesting and exercise of Options and transfer of Equity Shares to eligible employees of the Subsidiary Company(ies), and to settle any questions, difficulties or doubts that may arise in connection therewith, with power to delegate any of the aforesaid powers, as may be necessary or expedient to give effect to this resolution"

Item No.15 – Special Business

To consider and approve secondary acquisition of equity shares of the Company through Trust route for the implementation of Innomet Advanced Materials Limited- Employee Stock Option Scheme 2026' and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution.**

"RESOLVED THAT pursuant to the (i) provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 and the rules made thereunder; (ii) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, including any statutory modification(s) or re-enactment thereof ("SEBI SBEB Regulations"); (iii) relevant provisions of the Memorandum and Articles of Association of the Company; (iv) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or re-enactment thereof; (v) the Foreign Exchange Management Act, 1999, as amended from time to time, read with the rules, regulations, circulars and notifications issued thereunder; (vi) the circulars, guidelines, notifications and clarifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, and (vii) all other applicable laws, rules, regulations, notifications and guidelines, as amended from time to time (together, "Applicable Law"), and subject to any approvals, consents, permissions and sanctions of any authority(ies), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by such authority(ies) while granting any such approvals, consents, permissions and sanctions, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company ("Board"), which term shall include any committee duly constituted by the Board, including but not limited to the Nomination and Remuneration Committee ("Committee") or their delegated authority to exercise its powers, including the powers conferred by this resolution and under the SEBI SBEB Regulations, the approval of the Members of the Company be and is hereby accorded to acquire such number of Equity Shares by way of secondary acquisition, from time to time, in one or more tranches, for implementation of the 'Innomet Advanced Materials Limited – Employee Stock Option Scheme 2026' ("ESOP 2026" or "Scheme"), through an irrevocable employee welfare trust, namely 'Innomet Advanced Materials Limited Employees Welfare Trust' ("Trust"), to be constituted by the Company, in due compliance with the provisions of the SEBI SBEB Regulations and other Applicable Law, provided that any secondary acquisition of Equity Shares by the Trust shall be subject to the limits prescribed under the SEBI SBEB Regulations, including that secondary acquisition in any financial year shall not exceed 2% of the paid-up equity capital of the Company as at the end of the previous financial year, and that the total number of Equity Shares acquired and held by the Trust through secondary acquisition shall not at any point of time exceed 5% of the paid-up equity capital of the Company as at the end of the financial year immediately prior to the year in which the Members' approval for such secondary acquisition is obtained, provided that the number of Equity Shares to be acquired by the Trust through secondary acquisition shall be subject to the financial assistance provided by the Company to the Trust in terms of Section 67 of the Act, in accordance with the SEBI SBEB Regulations, the Scheme, the Trust Deed and Applicable Law."

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations and Act and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company, including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the Equity Shares acquired and held by such Trust, in accordance with the applicable provisions of the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to and implementing the secondary acquisition of Equity Shares by the Trust for the purposes of implementation of ESOP 2026, including making and obtaining such applications, approvals, consents, permissions and in-principle approvals as may be required from the Securities and Exchange Board of India, stock exchange(s), Registrar of Companies, depositories and any other statutory, regulatory or governmental authority, filing necessary forms, returns, intimations and disclosures, executing agreements, certificates, undertakings and other documents, coordinating with the Trust, Trustees and other intermediaries, maintaining necessary records and making requisite disclosures, and taking all such actions as may be necessary for the effective implementation of such secondary acquisition in accordance with the SEBI SBEB Regulations and other Applicable Laws, and to settle any questions, difficulties or doubts that may arise in connection therewith, with power to delegate any of the aforesaid powers, as may be necessary or expedient to give effect to this resolution.

Item No.16 – Special Business

To consider and provide approval for the provision of money- (to grant a loan, provide a guarantee or give security in connection with a loan granted or to be granted by the Company) for purchase of its own Shares by "Innomet Advanced Materials Limited Employees Welfare Trust" under Innomet Advanced Materials Limited – Employee Stock Option Scheme, 2026"; and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution.**

RESOLVED THAT pursuant to the (i) Section 67(3) and Section 62 of the Companies Act, 2013 ("Act"), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014; (and all other applicable provisions of the Act, and the rules made thereunder; (ii) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, including any statutory modification(s) or re-enactment thereof ("SEBI SBEB Regulations"); (iii) relevant provisions of the Memorandum and Articles of Association of the Company; (iv) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or re-enactment thereof; (v) the Foreign Exchange Management Act, 1999, as amended from time to time, read with the rules, regulations, circulars and notifications issued thereunder; (vi) the circulars, guidelines, notifications and clarifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, and (vii) all other applicable laws, rules, regulations, notifications and guidelines, as amended from time to time (together, "Applicable Law"), and subject to any approvals, consents, permissions and sanctions of any authority(ies), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by such authority(ies) while granting such approvals, consents, permissions and sanctions, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company ("Board"), which term shall include any committee duly constituted by the Board, including but not limited to the Nomination and Remuneration Committee ("Committee") or their delegated authority to exercise its powers, including the powers conferred by this resolution and under the SEBI SBEB Regulations, the approval of the Members of the Company be and is hereby accorded to grant a loan, provide a guarantee or give security in connection with a loan granted or to be granted, in one or more tranches, to an irrevocable employee welfare trust proposed to be constituted by the Company, namely "Innomet Advanced Materials Limited Employees Welfare Trust" ("Trust") for the purpose of enabling the Trust to acquire and/or subscribe to the Equity Shares of the Company, in one or more tranches, by way of secondary acquisition and/or through fresh issue or allotment of Equity Shares by the Company, for implementation of the "Innomet Advanced Materials Limited – Employee Stock Option Scheme 2026" ("ESOP 2026" or "Scheme"), subject to the limits, conditions and restrictions prescribed under Section 67(3)(b) and the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the SEBI SBEB

Regulations, the SEBI LODR Regulations and other Applicable Law, including the applicable limits on secondary acquisition, and in accordance with the Scheme, the trust deed and such other terms and conditions as may be determined by the Board or the Nomination and Remuneration Committee in accordance with Applicable Law.

"**RESOLVED FURTHER THAT** the Company be and is hereby authorised to provide loan(s) to the Trust, from time to time, for the purpose of implementation of the Scheme, including acquisition of Equity Shares through secondary acquisition, subject to the limits prescribed under Section 186 of the Companies Act, 2013 and the rules made thereunder, and the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall carry such interest and shall have such tenure as may be determined by the Board in accordance with Applicable Law and the terms of the ESOP 2026 and shall be repayable to the Company from the realisation of proceeds of exercise, permitted sale or transfer of Equity Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance with the provisions of the SEBI SBEB Regulations, the Act and other Applicable Law at all times in connection with the acquisition, holding and dealing with the Equity Shares of the Company, including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT for the purpose of implementing the ESOP 2026 and generally for giving effect to this Resolution, the Board, be and is hereby authoris**ed** on behalf of the Company to do all such acts, deeds, matters and things as may, in their respective discretion, be deemed necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, including determining the terms and conditions of the loan, its disbursement and repayment, executing and delivering such agreements, deeds, documents, writings and other instruments, making such applications, filings, intimations and disclosures, obtaining such approvals, consents, permissions and sanctions from the Securities and Exchange Board of India, stock exchange(s), Registrar of Companies, depositories and/or any other statutory, regulatory or governmental authority as may be required, and taking all such actions as may be necessary for the provision of money to the Trust and the acquisition of Equity Shares by the Trust through secondary acquisition in accordance with the SEBI SBEB Regulations and other Applicable Law, and to make such variations or alterations in the ESOP 2026 as may be permissible under the SEBI SBEB Regulations and other Applicable Law, without requiring any further consent or approval of the Members of the Company, except where such further approval is specifically required under Applicable Law.

Item No.17 – Special Business

To approve the related party transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations for the financial year 2026-27 and up to the conclusion of the next Annual General Meeting of the Company and in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable provisions of the Act and the Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approval(s), consent(s) and permission(s) as may be necessary from time to time, and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) thereof) to enter into or continue contracts, arrangements and transactions with the related party(ies) of the Company, as detailed in the Explanatory Statement annexed to the Notice, whether entered into or to be entered into individually with any related party or with all the related parties taken together, excluding the related parties and/or transactions for which separate approval is being sought, during the financial year 2026-27 and up to the conclusion of the next Annual General Meeting of the Company to be held in the year 2027 on such terms and conditions as may be mutually agreed upon and as may be considered appropriate by the Board, provided that the aggregate value of such transactions shall not exceed Rs. 20,00,00,000 (Rupees Twenty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, negotiate, finalise and vary the terms and conditions of the aforesaid contracts, arrangements and transactions, within the parameters and limits set out in the Explanatory Statement, including the consideration, tenure, manner of performance and other commercial terms thereof, and to sign, execute and deliver all such applications, agreements, deeds, forms, consents, letters and other documents and writings as may be necessary, proper, desirable or expedient and to do or cause to be done all such acts, deeds, matters and things as may be required for giving effect to the aforesaid Resolution."

Item No.18 – Special Business

To approve material related party transaction(s) between Innomet Advanced Materials Limited and **Keerthi Enterprises** up to Rs.6,00,00,000 (Rupees Six Crores Only) and in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the 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 the Material Related Party Transaction(s)/Contract(s)/Arrangement(s) (or a series of transactions or otherwise) between the Innomet Advanced Materials Limited and Keerthi Enterprises, up to Rs.6,00,00,000 (Rupees Six Crores Only) on such terms and conditions as may be mutually agreed between the Company and the related party, as mentioned in detail in the Explanatory Statement annexed herewith, provided that such transaction(s)/contract(s)/arrangement(s)/agreement(s) are being carried out at an arm's length pricing basis and in the ordinary course of business and the aggregate value of such transaction(s) shall not exceed Rs.6,00,00,000 (Rupees Six Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together) and to perform all such acts, matters, deeds and things, as may be necessary, to amend the terms and conditions of such contract(s), if necessary, and to act as may be necessary or expedient in its own discretion, including the power to delegate, to give effect to this Resolution for and on behalf of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in relation to any matter contemplated in the said resolution be and are hereby approved, ratified and confirmed in all respects, without further referring to the Shareholders of the Company and that the Shareholders shall be deemed to have given their approval thereto expressly under the authority of this Resolution.

Item No.19 – Special Business

To approve material related party transaction(s) of the Company Swastik Tungsten Private Limited (acquisition in progress) up to Rs.50,00,00,000 (Rupees Fifty Crores Only) and in this regard to consider and approve the following resolution **as an Ordinary Resolution**

RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the 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 the Material Related Party Transaction(s)/Contract(s)/Arrangement(s) (or a series of transactions or otherwise) between the Innomet Advanced Materials Limited and Swastik Tungsten Private Limited (acquisition in progress) upon and after it becoming a subsidiary/related party of the Company, up to an aggregate value of Rs. 50,00,00,000 (Rupees Fifty Crores Only) on such terms and conditions as may be mutually agreed between the Company and the related party, as mentioned in detail in the Explanatory Statement annexed herewith, provided that such transaction(s)/contract(s)/arrangement(s)/agreement(s) are being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together) and to deal in respect of service contracts for further periods as deemed fit by the Board and to perform all such acts, matters, deeds and things, as may be necessary, to amend the terms and conditions of service contracts, if necessary, and to act as may be necessary or expedient in its own discretion, including the power to delegate, to give effect to this Resolution for and on behalf of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in relation to any matter contemplated in the said resolution be and are hereby approved, ratified and confirmed in all respects, without further referring to the Shareholders of the Company and that the Shareholders shall be deemed to have given their approval thereto expressly under the authority of this Resolution."

By Order of The Board of Directors
For Innomet Advanced Materials Limited

Date: August 24, 2026
Place: Hyderabad

Sd/-
Saritha Devi Chilakapati
Whole-time Director and CFO
DIN: 08432017

Registered Office :
B-31, BHEL Ancillary Industrial Estate,
Ramachandrapuram, Medak, Hyderabad,
Telangana, India, 502032
CIN: L27101TG2019PLC132262
Tel No.: +91 40 2302 1726; +91 7036869896; Fax: +9140 2302 4647
Email ID: cs@innomet.net; Website: www.innomet.net

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA"), vide its general circular no. 03/2025 dated 22 September 2025, read with its earlier General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2022 dated 5 May 2022, General Circular No. 10/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19 September 2024 (collectively referred to as the "MCA circulars"), has, inter alia, permitted companies to conduct their Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue.

   The Securities and Exchange Board of India ("SEBI"), vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), has also granted certain relaxations from compliance with specific provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations").

   In compliance with the aforesaid MCA Circulars, SEBI Circulars, the Companies Act, 2013 ("the Act") and the SEBI (LODR) Regulations, the 7th Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM, without the physical presence of Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company - B-31, Bhel Ancillary Industrial Estate Ramachandrapuram, Medak, Hyderabad, Telangana, India, 502032

2. As the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by Members will not be available. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However in pursuance of Section 113 of the Act, representatives of the Institutional/Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to psrmrr2020@gmail.com with a copy marked to evoting@nsdl.co.in and cs@innomet.net.

3. A Statement pursuant to the provisions of Section 102 of the Act and additional information required under Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to – cs@innomet.net.

4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, shall be available for inspection electronically. Members seeking to inspect such documents can send an email to – cs@innomet.net.

5. Further, the details of the Director(s) seeking appointment/re-appointment at this AGM, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), are also annexed hereto.

6. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 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. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.innomet.net, websites of the Stock Exchange www.nseindia and GM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In case of joint holders, the Member whose name appears first in the Register of Members of the Company shall be entitled to vote at the AGM.

9. No restrictions on account of first-come-first-served entry into AGM in respect of large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, and Stakeholders Relationship Committee, Auditors, etc.

10. For receiving all communications from the Company electronically, members are requested to follow the below instructions:

    a) Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link https://www.skylinerta.com/downloads_page.php for investers.aspx Form ISR-1 and the supporting documents to RTA:

    b) Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the DEMAT account is being held for updating the email IDs and mobile number.

11. Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost.

12. Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA to enable servicing of notice, annual reports, other documents in electronic form.

13. In accordance with the provisions of the MCA and SEBI Circulars, the AGM Notice is being sent through email only to the Members whose email IDs are registered with RTA; National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL/CDSL).

14. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

15. The Company has provided the facility to the Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The instructions for remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to the voting that will take place at the AGM being held through VC/OAVM. The instructions for e-voting at the AGM (Insta Poll) is given in the subsequent paragraphs.

16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

17. Members joining the AGM through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.

18. The Company has appointed Mr. M Ramana Reddy Practicing Company Secretary, P S Rao and Associates as the Scrutinizer to scrutinize the remote e-voting and the Insta Poll process in a fair and transparent manner.

19. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be :

    a) the change in the residential status on return to India for permanent settlement, and
    b) the particulars of the NRE account with a Bank in India, if not furnished earlier

20. In case of any queries, the Members may write to cs@innomet.net to receive an email response.

21. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL. Members of the Company can transact all the items of business with the facility of voting through electronic means.

22. Further, the facility of electronic voting system will also be made available during the Annual General Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

23. The remote e-voting period begins on Saturday , September 19, 2026 at 9:00 A.M. and ends on Monday, September 21 , 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 15, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 15, 2026

24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only such Members shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.

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

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

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

Step 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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. 2. 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. 3. 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 https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see

	the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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

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

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

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

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

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

a) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
b) Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
c) Now you are ready for e-Voting as the Voting page opens.
d) 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.
e) Upon confirmation, the message "Vote cast successfully" will be displayed
f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

a) 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 psrmrr2020@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

b) 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.

c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to send a request to Mr. Amit Vishal, Deputy Vice President at evoting@nsdl.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

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 cs@innoment.net

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 cs@innoment.net

c) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

d) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

a) 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.

b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

b) Members are encouraged to join the Meeting through Laptops for better experience.

c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) 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.

e) 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 (Company email id). The same will be replied by the Company suitably.

f) 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@innomet.net. The same will be replied by the Company suitably.

g) Shareholders who wish to register themselves as speakers at the AGM are requested to send their request to the Company's email address at cs@innomet.net at least 7 (seven) days prior to the date of the AGM. The request should clearly mention the shareholder's Name, DP ID, and Client ID.

By Order of The Board of Directors
For Innomet Advanced Materials Limited

Date: August 24, 2026
Place: Hyderabad

Sd/-
Saritha Devi Chilakapati
Whole-time Director and CFO
DIN: 08432017

Registered Office :
B-31, BHEL Ancillary Industrial Estate,
Ramachandrapuram, Medak, Hyderabad,
Telangana, India, 502032
CIN: L27101TG2019PLC132262
Tel No.: +91 40 2302 1726; +91 7036869896; Fax: +9140 2302 4647
Email ID: cs@innomet.net; Website: www.innomet.net

INNOMET

Annexure – 1
(Forming part of the Notice convening the Annual General Meeting of the Company)
EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013

Item No.3

Appointment of Ms. Sanjna Chowdary Chilakapati (DIN: 11537278) as a Non-Executive Non-Independent Director of the Company

The Board of Directors of the Company, at its Meeting held on February 11, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Ms. Sanjna Chowdary Chilakapati, as an Additional Director in the category of Promoter, Non-Executive, Non-Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

Pursuant to Section 161(1) of the Act, Ms. Sanjna Chowdary Chilakapati, holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for appointment as a Director of the Company.

NRC and the Board is of the opinion that Ms. Sanjna Chowdary Chilakapati, possesses the requisite qualifications, experience and expertise appropriate for appointment as a Non-Executive Non-Independent Director and that her association would be of significant value to the Company. Accordingly, the Board recommends her appointment as a Promoter, Non-Executive, Non-Independent Director, liable to retire by rotation, in accordance with the provisions of Section 152 of the Act. NRC recommended the proposed appointment of Ms. Sanjna Chowdary Chilakapati.

The disclosures required pursuant to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulation 36(3) thereof, Secretarial Standard–2 on General Meetings (SS-2) and other applicable provisions relating to the appointment of Ms. Sanjna Chowdary Chilakapati are provided separately in **Annexure–2** to this Notice, which forms an integral part of the Notice of the AGM.

Except Ms. Sanjna Chowdary Chilakapati, Mrs. Sarita Devi Chilakapati, Whole-time Director and Chief Financial Officer, mother of Ms. Sanjna Chowdary Chilakapati; Mr. Vinay Choudary, Managing Director, father of Ms. Sanjna Chowdary Chilakapati; and Mrs. Lakshmi Kanthamma Chilakapati, the mother of Mr. Vinay Choudary and the paternal grandmother of Ms. Sanjna Chowdary Chilakapati, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

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

Item No.4

Approval for ratification of remuneration and payment of Professional Fee to Ms. Sanjna Chowdary Chilakapati, (DIN: 11537278) Non-Executive, Non-Independent Director

The Board of Directors, at its meeting held on February 11, 2026, appointed Ms. Sanjna Chowdary Chilakapati, as an Additional Director in the category of Promoter, Non-Executive, Non-Independent Director, pursuant to Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and provided approval for payment of remuneration. Her appointment as a Director is being placed before the Members for approval at Item No. 3 of this Notice.

Pursuant to provisions of Section 197 of the Act, and Rules made thereunder, based on the recommendation of the Nomination and Remuneration Commitee and subject to the approval of the Audit Committee, being a related party transaction, it is proposed to pay professional fees of Rs.30,00,000/- (Rupees Thirty Lakhs only) per annum towards the professional services provided by Ms. Sanjna Chowdary Chilakapati, to the payable on a monthly basis. Such professional fees shall be in addition to the sitting fees, if any, payable for attending meetings of the Board of Directors and Committees thereof.

The Members are requested to ratify the remuneration paid/payable to Ms. Sanjna Chowdary Chilakapati prior to the date of this Annual General Meeting in respect of the services rendered by her, to the extent such approval or ratification is required under Applicable Law, and to accord approval for payment of the professional fees proposed to be paid to her, as stated above.

Except Ms. Sanjna Chowdary Chilakapati, Mrs. Saritha Devi Chilakapati, being her mother, Mr. Vinay Choudary, being her father, and Mrs. Lakshmi Kanthamma Chilakapati, being her paternal grandmother and the mother of Mr. Vinay Choudary, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the resolution.

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

Item No.5

To consider and approve the appointment of Mr. Venkata Sai Kiran Chakravadhanula (DIN: 11094810) as Non-executive Independent Director of the Company

The Board of Directors of the Company, at its Meeting held on 23 May 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Venkata Sai Kiran Chakravadhanula (DIN: 11094810) as an Additional Director in the category of Non-Executive Independent Director, with effect from 23 May 2026, to hold office up to the date of this Annual General Meeting. The Board has proposed his appointment as a Non-Executive Independent Director for a first term of five consecutive years commencing from 23 May 2026 and ending on May 22, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members at the ensuing Annual General Meeting.

Pursuant to Section 161(1) of the Companies Act, 2013 ("Act"), Mr. Venkata Sai Kiran Chakravadhanula holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as an Independent Director. The NRC and the Board of Directors have recommended his appointment as a Non-Executive Independent Director for a first term of five consecutive years commencing from 23 May 2026 and ending on May 22, 2031,, not liable to retire by rotation.

The Company has received from Mr. Venkata Sai Kiran Chakravadhanula the requisite consent, disclosures and declarations, including his consent to act as a Director in Form DIR-2, declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act, and declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and the rules made thereunder. He has also confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the NRC and Board, Mr. Venkata Sai Kiran Chakravadhanula possesses the requisite qualifications, experience, expertise and integrity required for appointment as an Independent Director and fulfils the conditions specified under the Act and the rules made thereunder for such appointment. The Board is also of the opinion that he is independent of the management of the Company.Mr. Venkata Sai Kiran Chakravadhanula has no pecuniary relationship or transaction with the Company, or their promoters or directors, other than as permitted under applicable law.

The disclosures required pursuant to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 36(3) thereof, Secretarial Standard–2 on General Meetings (SS-2) and other applicable provisions relating to the appointment of Mr. Venkata Sai Kiran Chakravadhanula are provided separately in **Annexure–2** to this Notice, which forms an integral part of the Notice of the AGM.

Except Mr. Venkata Sai Kiran Chakravadhanula and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Board of Directors recommends the **Ordinary Resolution** set out at **Item No. 5** of the Notice for approval of the Members.

Item No.6

To consider and approve the appointment of Secretarial Auditors

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to obtain a Secretarial Audit Report from a Company Secretary in Practice in the prescribed form.

The Audit Committee, at its meeting held on May 23, 2026 after considering professional expertise and track record of M/s. P. S. Rao & Associates, Practicing Company Secretaries, recommended their appointment as the Secretarial Auditors of the Company. Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 23, 2026, considered and recommended their appointment as the Secretarial Auditors of the Company for approval of the Members.

M/s. P. S. Rao & Associates, Practicing Company Secretaries, have consented to their appointment as Secretarial Auditors of the Company and have confirmed their eligibility for such appointment and compliance with the applicable provisions of the Act and the Rules made thereunder. The proposed appointment is for a period of five consecutive financial years commencing from FY 2026-27 to FY 2030-31, to conduct the Secretarial Audit of the Company in accordance with Section 204 of the Act and the Rules made thereunder.

Since the Company is an SME listed entity, the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to secretarial audit and appointment of secretarial auditor of listed entities, are not applicable to the Company. Accordingly, the proposed appointment is being made pursuant to the applicable provisions of Section 204 of the Act and the Rules made thereunder. The remuneration payable to the Secretarial Auditors for conducting the Secretarial Audit shall be as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors. The Board of Directors is of the opinion that the appointment of M/s. P. S. Rao & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company would be in the best interests of the Company.

The Board of Directors recommends the **Ordinary Resolution** set out at **Item No. 6** of the Notice for approval of the Members.

None of the directors and/or key managerial personnel of the Company and their relatives, except to the extent of their directorship and/or deemed interest and/or shareholding in respective entities, is concerned or interested, financially or otherwise, in the resolution set forth herewith.

Item No.7

To provide authority under Section 185(2) of the Companies Act, 2013 to advance loans, give guarantees or provide securities to any person in whom any of the Directors of the Company are interested.

As per the provisions of Section 185 of the Companies Act, 2013 (the 'Act') a Company may advance any loan including any loan represented by a book debt, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any person in whom any of the Director of the Company is interested as specified in the explanation to Section 185(2) of the Act subject to the condition that (a) a special resolution is passed by the Company in general meeting and (b) the loans are utilized by the borrowing Company for its principal business activities (c) the said loan(s)/guarantee(s)/security(ies) are in compliance of other provisions of Section 185 of the Act from time to time.

The Board of Directors is of the view that, in the normal course of its business, a situation may arise where the Company may be required to advance any loan, including any loan represented by a book debt, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken or to be taken by any person in whom any of the Directors of the Company is interested. Hence, as an abundant caution, the Board decided to seek approval of the shareholders up to a limit not exceed a sum of Rs.100,00,00,000 (Rupees One Hundred Crores only).

The members may note that the Board of Directors would carefully evaluate proposals in the best interest of the Company and provide such loan(s), through deployment of funds only out of its surplus funds/ internal resources/ accruals and/or any other appropriate sources, from time to time.

The Board of Directors recommends the **Special Resolution** set out at **Item No. 7** of the Notice for approval of the Members.

None of the directors and/or key managerial personnel of the Company and their relatives, except to the extent of their directorship and/or deemed interest and/or shareholding in respective entities, is concerned or interested, financially or otherwise, in the resolution set forth herewith.

Item No.8

To provide authority to invest the funds of the Company, grant loans, give guarantees and provide securities under Section 186 of the Companies Act, 2013

Pursuant to the provisions of Section 186 of the Companies Act 2013 ("Act"), the Company shall not directly or indirectly acquire by way of subscription, purchase or otherwise, the securities of any other body corporate and shall not carry out other transaction as specified under section 186 of the Act, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher, unless previously authorized by a special resolution passed in general meeting of the Company.

In future, whenever requirements arise, to enable the board of directors to make such loans /give guarantee or provide security or make investments without violating section 186(2) of the Act, it is proposed to obtain the prior consent of the members by special resolution. Hence, as an abundant caution, the Board decided to seek approval of the shareholders up to a sum of Rs. 100,00,00,000 (Rupees One Hundred Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Act.

The Board of Directors recommends the **Special Resolution** set out at **Item No. 8** of the Notice for approval of the Members.

None of the directors and/or key managerial personnel of the Company and their relatives, except to the extent of their directorship and/or deemed interest and/or shareholding in respective entities, is concerned or interested, financially or otherwise, in the resolution set forth herewith.

Item Nos. 9 and 10

Pursuant to provisions of Section 180(1)(a) & Section 180(1) (c) of the Companies Act, 2013 ("Act"), prior approval of share-holders of the Company by way special resolution is required to borrow moneys, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital, free reserves and securities premium account of the Company.

Hence to ensure the borrowings availed/to be availed by the Company are incompliance with the provisions of Section 180 of the Act it proposed to obtain approval of the shareholders to borrow monies up to Rs. 200,00,00,000 (Rupees Two Hundred Crores Only).

Your company may be required to provide security for the loans and for other purposes as detailed in the resolution, in such form including by creation charge/mortgage/hypothecation of Company assets in favour of the lenders or in favour of such other stakeholders such as debenture holders/trustees etc. Hence it is proposed to obtain the approval of shareholders by way of special resolution under section 180(1) (a) of the Act to provide the security in such form including by way mort-gage(s)/charge(s)/hypothecation on the Company assets up to Rs.200,00,00, 000(Rupees Two Hundred Crores Only).

The Board of Directors recommends the **Special Resolutions** set out at **Item Nos. 9 and 10** of the Notice for approval of the Members.

None of the directors and/or key managerial personnel of the Company and their relatives, except to the extent of their directorship and/or deemed interest and/or shareholding in respective entities, is concerned or interested, financially or otherwise, in the resolution set forth herewith.

Item No.11

Increase in the Authorised Share Capital of the Company and consequential alteration to the Capital Clause of the Mem-orandum of Association

The present Authorised Share Capital of the Company is Rs.14,00,00,000 (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

In order to facilitate conversion of the Equity Share Warrants issued/to be issued by the Company into Equity Shares and to facilitate proposed implementation of the Innomet Advanced Materials Limited Employee Stock Option Scheme 2026 ("ESOP 2026" or "Scheme"), it is considered necessary and expedient to increase the Authorised Share Capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each. Consequently, Clause V of the Memorandum of Association of the Company is proposed to be altered to reflect the increased Authorised Share Capital.

The proposed increase in the Authorised Share Capital does not, by itself, result in any immediate increase in the issued, subscribed or paid-up share capital of the Company. The Equity Shares comprised in the increased Authorised Share Capital shall be issued and allotted from time to time, as may be required, upon conversion of the Equity Share Warrants and/or exercise of Options under ESOP 2026, subject to the terms of the respective issue, the Scheme and applicable laws and requisite approvals. The Board of Directors, at its meeting held August 24, 2026 after considering the requirements of the Company, approved the proposal for increase in the Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association and recommends the same for approval of the Members. Pursuant to Section 61(1)(a) of the Companies Act, 2013, the increase in the Authorised Share Capital of the Company requires the approval of the Members by way of an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the **Ordinary Resolution** set out at **Item No. 11** of the accompanying Notice for approval by the Members.

Item No.12

Issue of Equity Share Warrants on Preferential Basis:

In order to meet the funding requirements of the Company and to support the objects specified herein, the Board of Directors, at its meeting held on August 24, 2026, has considered and approved, subject to the approval of the Members of the Company and such other approvals as may be required, the proposal for raising funds by way of issuance of 11,92,200 (Eleven Lakh Ninety-Two Thousand Two Hundred) Equity Share Warrants ("Warrants"), each convertible /exercisable into an equivalent number of Equity Shares of the Company, on a preferential basis to the Individual Non-Promoter as specified in this statement.

The details of the Preferential Issue required in terms of SEBI ICDR Regulations and the applicable provisions of the Companies Act are as follows:

1. **Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company at its meeting held on August 24, 2026, approved, subject to the approval of the Members of the Company and such other approvals as may be required, the proposal to offer, issue and allot upto 11,92,200 (Eleven Lakh Ninety-Two Thousand Two Hundred) Equity Share Warrants ("Warrants"), each convertible/in exercisable into equal no of equity shares of face value of Rs. 10/- (Rupees Ten Only) each, at the option of the warrant holder within 18 (eighteen) months from the date of allotment, at an issue price of Rs. 210 (Rupees Two Hundred and Ten Only) per Warrant, aggregating up to Rs. 25,03,62,000 (Rupees Twenty Five Crore Three Lakh Sixty Two Thousand Only), payable in cash, on a preferential basis to the Identified Investor (Subscriber/Proposed Allottee), an Individual belonging to the Non-Promoter category as specified below in compliance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and other Applicable Laws.

Subscriber to Equity Share Warrants:

No.	Name of the Subscriber / Proposed Allottee	Category (Promoter/Non-Promoter)	No of equity share warrants
1.	Mr. Mukul Mahavir Agrawal	Non-Promoter	11,92,200
Total			11,92,200

The proposed Preferential Issue has been intimated to the stock exchange dated August 24, 2026.The Proposed Allottee named hereinabove has agreed to subscribe to the proposed preferential issue and has confirmed his eligibility in terms of Regulation 159 of the ICDR Regulations.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, as amended, with respect to the additional disclosures for objects of the issue and are set forth below:

1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

Sl No	Particulars	Total estimated amount to be utilised up to (In Rs. Crores) *	Tentative timeline for utilization of issue proceeds from the date of receipt of funds
1	Capital expenditure towards civil works at the Factory and the Registered Office of the Company and purchase of plant and machinery	12.00	Within a period of 12 to 18 months
2	Working capital requirements	8.00	
3	General corporate purpose	5.03	-
Total		**25.03**	

**Assuming 100% conversion of Warrants into Equity Shares within the stipulated time as per item no.12 of the notice.*

2. Particulars of the offer including date of passing of Board resolution:

The Board in its meeting held on Monday, August 24, 2026 has approved the issue of the following:

S. No	Particulars	No of securities
1.	Equity Share Warrants (convertible/exercisable into equal number of equity shares)	11,92,200

3. Kinds of securities offered and the price at which security is being offered:

The Board in its meeting held on Monday, August 24, 2026 has approved the issue of the following:

S. No	Kind of Securities	No of securities	Issue Price (Rs.)*
1.	Equity Share Warrants	11,92,200	210.00

The Issue Price of Rs. 210/- per Equity Share Warrant is the price payable for each warrant, with each warrant carrying a right to subscribe to one Equity Share of the Company having a face value of Rs. 10/- each, at the terms and conditions specified in the Notice.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the Equity Shares of the Company are listed on the National Stock Exchange of India Limited ("NSE"), being a recognised stock exchange, and have been listed for a period of 90 Trading Days or more as on the Relevant Date and are frequently traded within the meaning of the Explanation to Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, the Equity Share Warrants proposed to be issued and allotted pursuant to the proposed preferential issue shall be priced in accordance with the provisions of Regulation 164(1) of the SEBI ICDR Regulations, 2018.

Further, the Articles of Association of the Company do not provide for any method for determination of the price in respect of the Equity Shares. Accordingly, pursuant to Regulation 164(1) of the SEBI ICDR Regulations, 2018, the floor price for the proposed preferential issue shall be the higher of the following:

i. the 90 Trading Days' volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date; or

ii. the 10 Trading Days' volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date.

Further, pursuant to Regulation 166A of the SEBI ICDR Regulations, 2018, any preferential issue which may result in a change in control or allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and the same shall be considered for determining the price of the specified securities to be issued.

In the present case, the proposed issue and allotment of 11,92,200 (Eleven Lakh Ninety-Two Thousand Two Hundred) Equity Share Warrants constitutes more than 5% (five per cent) of the post-issue fully diluted share capital of the Company, assuming conversion of all outstanding Equity Share Warrants as on the date of this Notice. Accordingly, the Company has obtained a valuation report from an independent registered valuer for determining the price of the Equity Share Warrants in accordance with Regulation 166A of the SEBI ICDR Regulations, 2018. Accordingly, Company has appointed Mr. V Gangadhara Rao N, Independent Registered Valuer Registered with IBBI , Vide in Registration Number IBBI/RV/06/2019/10709 having his office Flat No.103, Swarna Arcade, Road No.18, Panchavati Colony, near Mana Studio, Manikonda, Hyderabad, Telangana, India 500089, and obtained valuation report. The said valuation report has been made available on the website of the Company at https://www.innomet.net/wp-content/uploads/2026/08/ValuationReport_PreferentialIssue.pdf.

In terms of Regulations 164 and 166A of the SEBI ICDR Regulations, 2018, the minimum price for the proposed preferential issue shall be the higher of the following three prices, as applicable:

i. the 90 (Ninety) Trading Days' Volume Weighted Average Price ("VWAP") of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date, being Rs.146.69 per Equity Share;

ii. the 10 (Ten) Trading Days' VWAP of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date, being Rs. 208.79 per Equity Share; and

iii. the value of the Equity Shares determined pursuant to the valuation report issued by Mr. V Gangadhara Rao N, Independent Registered Valuer Registered with IBBI, Vide in Registration Number IBBI/RV/06/2019/10709 being Rs. 193.17 per Equity Share.

Accordingly, the minimum issue price for the proposed preferential issue shall be Rs. 208.79 per Equity Share, being the highest of the aforesaid three prices. Accordingly, the Equity Share Warrants shall be issued at a price not lower than Rs. 208.79 per Equity Share, in compliance with the applicable provisions of the SEBI ICDR Regulations, 2018.A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) of SEBI ICDR Regulations, 2018, as amended, has been taken from Mr.M.Ramana Reddy, Practicing Company Secretary (FCS M.No.37864| CP No.18415), for the proposed preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 has been made available on the website of the Company at https://www.innomet.net/wp-content/uploads/2026/08/PCS_Certificate_PreferentialIssue.pdf.

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in relation to the issue of these share warrants as per the provisions of Chapter V of the SEBI ICDR Regulations shall be reckoned as August 21, 2026, Friday ("the Relevant Date"), being the day preceding the weekend or holiday, as the date 30 days prior to the date of General meeting falls on Sunday, the August 23, 2026.

The shares of the Company are frequently traded on NSE. and the price of the said issue has been determined in compliance with Regulation 164(1) and Regulation 166 A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as detailed above under Point No.4

6. Name and address of valuer who performed valuation:

Mr. V Gangadhara Rao N,
Independent Registered Valuer Registered with IBBI,
Vide in Registration Number IBBI/RV/06/2019/10709
Address: Flat No.103, Swarna Arcade, Road No.18, Panchavati Colony,
Near Mana Studio, Manikonda, Hyderabad, Telangana, India 500089

7. Maximum number of specified securities to be issued/amount which the Company **intends to raise by way of such securities:**

The Board in its meeting held on Monday, August 24, 2026 has approved the issue of the following

S. No	Particulars	Maximum No of securities to be issued	Issue Price (Rs.)	Amount Rs.
1	Equity Share Warrants (convertible into equal no. of equity shares)	11,92,200	210	**25,03,62,000**
	Total amount being raised	**11,92,200**	**210**	**25,03,62,000**

The Proposed Allottee belonging to the Non-Promoter category, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, 2018 and other Applicable Laws.

8. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to the proposed preferential issue of Warrants.

9. Shareholding pattern of the issuer before and after the preferential issue:

The Pre and Post shareholding pattern of the Company is given below:

Category of the Shareholder	Pre-preferential issue Shareholding		Warrants Proposed to be issued and allotted	Post-Issue	
	*No. of shares held	% of Shares		**No. of shares held	% of Shares
(A) Promoters / Promoter Group's shareholding					
(1) Indian					
(a) Individuals/Hindu undivided Family	7866664	56.63	0	7866664	52.16
Subtotal (A) (1)	7866664	56.63	0	7866664	52.16
(2) Foreign Promoters	0	0.00	0	0	0.00
(a) Bodies Corporate	0	0.00	0	0	0.00
Sub Total (A) (2)	0	0.00	0	0	0.00
Total Promoter/ Promoter Group Shareholding (A)=(A)(1)+(A)(2)*	7866664	56.63	0	**7866664**	52.15
(B) Public Shareholding					
(1) Institutions	0	0.00	0	0	0.00
(a) Mutual Funds	0	0.00	0	0	0.00
(b) Alternative Investment Fund	446400	3.21	0	446400	2.96
(c) Financial Institutions/Banks	0	0.00	0	0	0.00
(d) Foreign Portfolio Investors	304800	2.19	0	304800	2.02
(e) Qualified Institutional Buyer	0	0.00	0	0	0.00
(f) Insurance Companies	0	0.00	0	0	0.00

(g) Central Government / President of India	0	0.00	**0**	0	0.00
Sub Total (B) (1)	**751200**	**5.41**	**0**	**751200**	4.98
(2) Non-Institutions	0				0.00
(a) Clearing Members	0	0.00	**0**	0	0.00
(b) HUF	371600	2.68	**0**	371600	2.46
(c) Bodies Corporate	1226000	8.83	**0**	1226000	8.13
(d) NBFC	0	0.00	**0**	0	0.00
(e) Non-Resident Indians	703916	5.07	**0**	703916	4.67
(f) Trusts	1,800	0.01	**0**	1800	0.01
(g) IEPF	0	0.00	**0**	0	0.00
(h) Firms	38,400	0.28	**0**	38400	0.25
(i) Individuals Shareholders					0
- Holding nominal share capital up to Rs. 2 Lakh	2344958	16.88	0	2344958	15.55
- Holding nominal share capital in excess of Rs. 2 Lakh	585600	4.22	1192200	1777800	11.79
Sub Total (B) (2)	**5272274**	**37.96**	**0**	**6464474**	42.86
Total Public Shareholding (B)= (B)(1) +(B)(2)	**6023474**	**43.37**	**0**	**7215674**	47.84
(C) Custodians for GDRs and ADRs	**0**	**0**	**0**	**0**	0
TOTAL (A)+(B)+(C)	**13890138**	**100.00**	1192200	**15082338**	**100.00**

* The Pre-Issue Shareholding Pattern includes 5,00,000 (Five Lakh) outstanding Equity Share Warrants, each convertible/exercisable into one Equity Share of the Company.

** The Post-Issue Shareholding Pattern includes 5,00,000 (Five Lakh) outstanding Equity Share Warrants, each convertible/exercisable into one Equity Share of the Company, and 11,92,200 (Eleven Lakh Ninety Two Thousand Two Hundred) Equity Share Warrants proposed to be issued pursuant to the Preferential Issue, each convertible/exercisable into one Equity Share of the Company.

Notes:

a) The pre-issue shareholding pattern has been prepared based on the shareholding as on August 18, 2026 assuming that there has been no change in the shareholding from August 18, 2026 up to the date of the Notice
b) The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of: 11,92,200 (Eleven Lakh Ninety Two Thousand Two Hundred) equity share warrants issued to the non-promoter category.
c) Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date on which the pre-issue shareholding pattern except as shown in point no 9.
d) The pre and post issue shareholding is arrived after considering all the outstanding convertible/exercisable Equity Share Warrants and Warrants proposed to be made under this notice on fully diluted basis.

10. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170(1) of SEBI ICDR Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution or in the event allotment of securities would require any approval(s) from any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees : The proposed issue and allotment is to the individual i.e. natural person

Ultimate Beneficial owner and Pre & Post holding and percentage details:

S. No.	Name of the Subscriber	Ultimate beneficial owner of the proposed allotte(s)	Pre Issue		Proposed allotment of shares/ warrants	Post Issue	
			No. shares	%		No. of Shares/ warrants	%
1.	Mr. Mukul Mahavir Agrawal	NA - Individual	-	-	11,92,200	11,92,200	7.90

12.The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue.
The pre and post shareholding of the proposed allottee has been disclosed as above.

13.Undertakings:

The Company hereby undertakes and confirms the following:

a) that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations where it is required to do so;
b) if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees;
c) Neither the Company nor any of its Promoters or Directors are wilful defaulters or fraudulent borrowers;
d) None of its Directors or Promoters are fugitive economic offenders;
e) The said preferential issue is not for consideration other than cash;
f) The Company is eligible to make the Preferential Issue to its Identified Investor under Chapter V of the SEBI ICDR Regulations;
g) The Company shall make an application to NSE, at which the existing shares are listed, for listing of the equity upon conversion/exercise of proposed equity share warrants.
h) The issue of Equity Shares warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

14. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter: Subscriber(s) to Equity Share Warrants:

Sl No	Name of Allottee	Current Status	Proposed Status
1	Mr. Mukul Mahavir Agrawal	Non-Promoter	Non Promoter

15. **Material terms of raising such securities:** The material terms of the Equity Share Warrants proposed to be issued pursuant to the Preferential Issue are set out in the resolution under **Item No. 12** and elsewhere in this Explanatory Statement, including the issue price, payment terms, tenure, terms of conversion/exercise and applicable lock-in requirements.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

S. No.	Name of the Subscriber	Category (Promoter/Non-Promoter)	Type of Security	No of Securities	Issue Price in Rs.
1	RNR Wealth Management Private Limited	Non-Promoter	Equity Shares	80,000	131/-
2.	Rich `N Rich Finance and Holdings Limited	Non-Promoter	Equity Shares	3,70,000	131/-
3.	Mrs. Saritha Devi Chilakapati	Promoter	Equity Share Warrants	2,50,000	131/-
4.	Mrs.Chilakapati Lakshmi Kanthamma	Promoter	Equity Share Warrants	2,50,000	131/-
TOTAL				**9,50,000**	

17. Lock In:

Lock in of equity share warrants and equity allotted pursuant to conversion of said warrants shall be locked-in in accordance with Regulation 167 of SEBI (ICDR) Regulations.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolutions for authorizing the Board of Directors of the Company to create, offer, issue and allot securities on preferential basis as specifically described in the resolutions set out at **Item No. 12** of this Notice and the explanatory statement.

None of the Directors, Key Managerial Personnel's or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

Pursuant to the applicable provisions of Sections 23(1)(b), 42 and 62 of the Companies Act, 2013 ('Act') and Rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the Preferential issue of Equity Shares and warrants on private placement basis requires approval of the Members by way of a Special Resolution.

The Board recommends the **Special Resolution** set out at **Item No. 12** of the accompanying Notice for approval by the Members.

Item Nos. 13, 14 & 15

(i) Approval for ESOP 2026; (ii) Extension of benefits to Subsidiary Companies including future subsidiary companies, and (iii) approval for secondary acquisition under trust route

The Company believes that equity compensation schemes are an effective tool to reward the talents working with the Company, its Subsidiary Company (ies) including future subsidiary Company (ies). Further, equity-based compensation is considered to be an integral part of employee compensation across sectors, which enables alignment of the rewards with the long-term value creation for the shareholders. It also helps in creating ownership culture, and to retain, motivate and attract talents considering growing business.

In view of the foregoing, it is considered expedient to implement an employee stock option scheme wherein not exceeding 2,60,000 (Two Lakh Sixty Thousand) employee stock options ("Options") will be granted to the eligible employees of the Company, whether working in India or outside India, as determined in accordance with the Scheme, exercisable into not more than 2,60,000 (Two Lakh Sixty Thousand) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) each fully paid-up ("Shares"). The Shares required for implementation of the 'Innomet Advanced Materials Limited – Employee Stock Option Scheme 2026 shall be sourced through secondary acquisition by the **"**Innomet Advanced Materials Limited Employees Welfare Trust (to be constituted by the Company) and/or primary issuance by the Company to the Trust or through a combination thereof, as may be determined in accordance with the Scheme and Applicable Law.

Accordingly, the Board of Directors of the Company have considered and approved the proposal for implementation of the 'Innomet Advanced Materials Limited – Employee Stock Option Scheme 2026' subject to the approval of the Members of the Company.

For the purpose of implementing the Scheme, the Company proposes to constitute an irrevocable employee welfare trust, namely "Innomet Advanced Materials Limited Employees Welfare Trust"("Trust"). The Trust shall acquire and hold the Equity Shares of the Company through secondary acquisition, while the Equity Shares may also be sourced through primary issuance by the Company to the Trust, or a combination thereof as may be required for implementation of the Scheme and permitted under Applicable Law.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOP 2026 are given as under:

a. Brief Description of the Scheme:

The Company proposes to introduce and implement the Innomet Advanced Materials Limited – Employee Stock Option Scheme 2026 ("ESOP 2026" or "Scheme") with the objective of attracting, retaining and motivating eligible employees and aligning their interests with the long-term growth and performance of the Company.

Under the Scheme, the Company proposes to grant not exceeding 2,60,000 (Two Lakh Sixty Thousand) Employee Stock Options ("Options"), with each Option being exercisable into one fully paid-up Equity Share of the Company of face value of Rs.10/- each, subject to the terms and conditions of the Scheme.

The Equity Shares required for implementation of the Scheme may be sourced through primary issuance by the Company and/or secondary acquisition by Trust from time to time, or through a combination thereof in accordance with the SEBI SBEB Regulations and other Applicable Laws. The aggregate number of Equity Shares that may be issued, allotted or transferred pursuant to the exercise of Options, irrespective of the source of such Equity Shares, shall not exceed 2,60,000 Equity Shares.

The Scheme is intended to provide eligible employees with an opportunity to participate in the long-term value creation of the Company while supporting employee retention and performance.

b. Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed 2,60,000 (Two Lakh Sixty Thousand) Options. Each Option, when exercised, shall entitle the holder to one Equity Share of the Company of face value of Rs.10/- (Rupees Ten only) each, fully paid-up, which may be sourced either through primary issuance by the Company to the Trust or through secondary acquisition by the Trust, or through a combination thereof in accordance with the Scheme and Applicable Laws.

In case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted in accordance with the Applicable Law.

c. Identification of classes of employees entitled to participate in the Scheme:

Subject to determination or selection by the Nomination and Remuneration Committee and the provisions of the **SEBI SBEB Regulations** and other Applicable Laws, following classes of employees are eligible being:

i. a Permanent Employee as designated by the Company, who is exclusively working in India or outside India; or
ii. a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group;
iii. an employee as defined in clauses (a) or (b) of a Subsidiary Company(ies)including future subsidiary companies in India or outside India.

but does not include:
i. an employee who is a Promoter or belongs to the Promoter Group;
ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;
iii. an Independent Director.

The Nomination and Remuneration Committee, while granting the Options to any eligible employee(s) of any Subsidiary Company(ies), in India or outside India, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company, subject to the provisions of the SEBI SBEB Regulations and other Applicable Laws.

d. Requirements of Vesting and period of Vesting:

The Exercise Period for Vested Options shall be a maximum of 2 years commencing from the date of each Vesting. Minimum vesting period shall be 1 year. All the Vested Options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period**.**

Provided that in case where Options are granted by the Company under the Scheme in lieu of Options held by a person under a similar scheme in another Company **("Transferor Company")** which has merged or amalgamated with the Company, the period during which the Options granted by the Transferor Company were held by such person may be adjusted against the minimum Vesting Period required under this Sub-clause in due compliance with the provisions of SBEB Regulations.

Provided further that in case of Retirement, all the Unvested Options as on the date of Retirement would continue to Vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the Company.

The Options granted under the Scheme shall Vest not earlier than the minimum Vesting Period of 1 (One) year and not later than maximum Vesting period of 4 (Four) years from the date of Grant. The Nomination and Remuneration Committee at its discretion may Grant Options specifying Vesting Period ranging between minimum and maximum period.

Provided further that in the event of death or Permanent Incapacity of an Option Grantee, the minimum Vesting Period of 1 (One) year shall not be applicable and in such instances, all the Unvested Options shall Vest with effect from date of the death or Permanent Incapacity.

e. Maximum period within which the Options shall be vested:

The Options granted under the Scheme shall Vest not earlier than the minimum Vesting Period of 1 (One) year and not later than maximum Vesting period of 4 (Four) years from the date of Grant. The Nomination and Remuneration Committee, at its discretion, may Grant Options specifying Vesting Period ranging between minimum and maximum period.

f. Exercise price or pricing formula:

The Exercise Price shall be determined by the Nomination and Remuneration Committee in accordance with the ESOP 2026 and applicable laws. The Exercise Price per Option shall not be less than the face value of the Share of the Company. The Exercise Price shall be intimated to the Option Grantee in the Grant letter at the time of Grant as may be decided by the Nomination and Remuneration Committee.

The Options granted under ESOP 2026 shall vest in the eligible employees in such manner and within such period as may be determined by the Nomination and Remuneration Committee, subject to the provisions of the Scheme and applicable laws. The vesting shall be conditional upon the continued employment of the Option Grantee with the Company and/or achievement of performance criteria, as may be specified by the Nomination and Remuneration Committee.

In accordance with Regulation 9(1) of the SEBI SBEB Regulations, a minimum period of one year shall elapse between the grant of Options and vesting thereof. The vested Options may be exercised by the Option Grantee within such exercise period as may be determined by the Nomination and Remuneration Committee and communicated in the Grant Letter.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of 2 **(Two) years** commencing from the date of each Vesting or such other shorter period as may be prescribed by the Nomination and Remuneration Committee at the time of Grant. The Exercise Period for the Vested Options shall commence from the date of Vesting of the respective Options and shall be such period as may be determined by the Nomination and Remuneration Committee at the time of Grant, subject to the terms and conditions of the Scheme and the Applicable Laws

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Provided further that in the event of death or Permanent Incapacity of an Option Grantee, the minimum Vesting Period of 1 (One) year shall not be applicable and in such instances, all the Unvested Options shall Vest with effect from date of the death or Permanent Incapacity.

Provided further that in case of Retirement, all the Unvested Options as on the date of Retirement would continue to Vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the Nomination and Remuneration Committee in accordance with the Company's Policies and provisions of the then prevailing Applicable Laws.

In all other situations not expressly covered herein, the vesting period and treatment of Vested and Unvested Options shall be reckoned strictly in accordance with the provisions of the SEBI SBEB Regulations, 2021, as amended from time to time, and subject to such modifications as may be determined by the Nomination and Remuneration Committee in compliance with Applicable Laws.

All the Vested Options may be exercised by the Option Grantee at one time or at various points of time within the Exercise Period.

The Options shall be considered exercised when the Option Grantee submits a complete application, in writing or through any other method as may be determined by the Nomination and Remuneration Committee, to the Company/Trust, as applicable, requesting the transfer of the Equity Shares of the Company against the Vested Options, and the Company/Trust, as applicable, receives the full Exercise Price and the amount payable towards taxes under the applicable tax laws, as in force at the relevant time, including the stamp duty, if any, applicable on the transfer of such Equity Shares.

An Option shall not be capable of being exercised partially. The Options shall lapse if they are not exercised within the respective Exercise Period.

h. Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility of employees for grant of Options under the Scheme shall be determined by the Nomination and Remuneration Committee from time to time, in accordance with the Scheme and Applicable Laws. The broad criteria for appraisal and selection may include, inter alia, the employee's grade, role, experience, criticality of position, skills, performance, potential contribution, future potential, length of service and such other criteria as may be considered appropriate by the Nomination and Remuneration Committee, based on the recommendations of the management of the Company or the relevant Subsidiary Company, as applicable, from time to time.

The determination of eligibility and grant of Options shall be at the discretion of the Nomination and Remuneration Committee and shall be subject to the terms and conditions of the Scheme and the applicable provisions of the SEBI SBEB Regulations and other Applicable Laws.

i. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Equity Shares that may be granted to any employee under the Scheme(s), in any financial year and in aggregate, shall be subject to and within the limits prescribed under the SEBI SBEB Regulations, as amended from time to time, and shall be determined by the Nomination and Remuneration Committee at its discretion, taking into account the employee's role, performance, and such other parameters as may be considered appropriate.

j. Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits to be provided to any employee under the Scheme shall be in terms of the maximum number of Options that may be granted to such eligible employee, as specified in the Scheme and determined by the Nomination and Remuneration Committee , subject to and within the limits prescribed under Regulation 6(3) of the SEBI SBEB Regulations, as amended from time to time, including the ceiling of 1% of the issued equity capital of the Company in any financial year. Apart from the grant of Options as aforesaid, no other benefits are contemplated under the Scheme.

k. Route of the Scheme implementation:

The Scheme shall be implemented and administered through an irrevocable trust to be set up by the Company, namely "Innomet Advanced Materials Limited Employees Welfare Trust", under the overall supervision and authority of the Nomination and Remuneration Committee of the Company, in accordance with the provisions of the Scheme, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable laws.

l. Source of acquisition of shares under the Scheme:

The Scheme contemplates the grant of Options not exceeding 2,60,000 (Two Lakh Sixty Thousand) Options, corresponding to an equal number of Equity Shares, which may be sourced either through secondary acquisition by the Trust or through primary issuance of Equity Shares by the Company to the Trust, or through a combination thereof, as may be determined in accordance with the Scheme, the SEBI SBEB Regulations and other Applicable Laws.

m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

The Company shall provide necessary financial assistance to the Trust, whether by way of loan, guarantee, or security in connection with a loan, for the purpose of acquisition of share by trust for the purpose of ESOP 2026. The quantum, tenure, utilization, and repayment terms of such assistance shall be determined by the Board of Directors and/or the Nomination Remuneration Committee any other Committee in accordance with the provisions of the Scheme, Section 67 of the Companies Act, 2013 , the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable laws. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall carry such interest and shall have such tenure as may be determined by the Board/Nomination and Remuneration Committee/ Any other Committee in accordance with the terms of the Scheme and Applicable Laws and shall be repayable to the Company from the realisation of proceeds of exercise, permitted sale/transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of Equity Shares to be utilised for the purposes of the Scheme and in accordance with the limits, conditions and requirements prescribed under the SEBI SBEB Regulations and other Applicable Laws, as may be applicable from time to time.

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

The aggregate number of Equity Shares that may be acquired by the Trust through secondary acquisition for the purposes of implementing the Scheme(s) shall be subject to and within the ceiling limits prescribed under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, including the annual cap of 2% and overall cap of 5% of the paid-up equity capital of the Company, or such other limits as may be applicable under law. The acquisition shall be undertaken in one or more tranches, in compliance with the applicable provisions of the Companies Act, 2013, SEBI Regulations, and other Applicable Laws.

o. Accounting and Disclosure Policies:

he Company shall comply with the applicable accounting standards as prescribed under Section 133 of the Companies Act, 2013 and/or the relevant accounting standards, guidance notes, directions or other accounting principles as may be prescribed or issued by the Institute of Chartered Accountants of India or any other competent authority, from time to time, in relation to the Scheme, including the disclosure requirements prescribed thereunder. The Company shall also comply with the applicable accounting, disclosure, reporting and other requirements prescribed under the SEBI SBEB Regulations, the SEBI Listing Regulations, the Companies Act, 2013 and the rules made thereunder, and other Applicable Laws, as may be applicable to the Scheme and the Trust from time to time.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time

q. Declaration:

In the event the Company opts to account for share-based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the cost that would have been recognized had the fair value method been used, together with the impact of this difference on the profits and on the Earnings Per Share (EPS) of the Company, shall be disclosed in the Directors' Report, in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 134 of the Companies Act, 2013.

r. Period of lock-in:

The Shares issued/transferred pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the scheme:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of draft ESOP 2026 is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP 2026.

In this background, the Company seeks your approval by way of a Special Resolution(s) pursuant to:

(i) Pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Regulations 3 and 6 of the SEBI SBEB Regulations, a resolution is proposed under **Item No. 13** seeking the approval of the Members for the introduction and implementation of the Innomet Advanced Materials Limited Employee Stock Option Scheme 2026 ("ESOP 2026" or "Scheme") through an irrevocable employee welfare trust, namely "Innomet Advanced Materials Limited Employees Welfare Trust" ("Trust"), in accordance with the terms of the Scheme and the applicable provisions of the SEBI SBEB Regulations and other Applicable Laws.

(ii) In accordance with Regulation 6(3)(c) of the SEBI SBEB Regulations, a separate resolution is proposed under It**em No. 14** seeking the approval of the Members for extending the benefits of the Scheme and granting Options thereunder to the eligible employees of the subsidiary Company (ies) of the Company, including any subsidiary Company (ies) that may be incorporated, acquired or otherwise become a subsidiary of the Company in future, whether in India or outside India, subject to the terms and conditions of the Scheme and the applicable provisions of the SEBI SBEB Regulations and other Applicable Laws.

(iii) In accordance with Regulation 6(3)(a) of the SEBI SBEB Regulations, a separate resolution is proposed **under Item No.15** seeking the approval of the Members for acquisition by the Trust, from time to time, of up to 2,60,000 (Two Lakh Sixty Thousand) Equity Shares of the Company through secondary acquisition under the Scheme, subject to the applicable statutory limits and conditions prescribed under the SEBI SBEB Regulations and other Applicable Laws

The Board recommends the **Special Resolutions** set out at **Item Nos. 13, 14 and 15** of the accompanying Notice for approval by the Members.

Item No 16

To consider and provide approval for the provision of money by the Company for purchase of its own Shares by "Innomet Advanced Materials Limited Employees Welfare Trust under "Innomet Advanced Materials Limited Employee Stock Option Scheme 2026 (ESOP 2026 (or) Scheme";

The Scheme contemplates grant of up to 2,60,000 (Two Lakh Sixty Thousand) Options, corresponding to an equal number of Equity Shares of the Company of face value of Rs.10/- each. The Equity Shares required for implementation of the Scheme may be sourced through secondary acquisition by the Trust and/or through primary issuance by the Company to the Trust, or through a combination thereof, subject to the applicable statutory limits and conditions prescribed under the SEBI SBEB Regulations and other Applicable Laws.

For facilitating acquisition of Equity Shares by the Trust, the Company may provide financial assistance to the Trust by way of loan, guarantee or security, subject to the applicable provisions of the Companies Act, 2013 (“Act”), the SEBI SBEB Regulations and other Applicable Laws, including the statutory ceiling applicable from time to time. Necessary details in this regard are provided separately below.

As on the date of this Notice, the Trust is yet to be constituted and the Trustees are yet to be appointed. Accordingly, the name, address, occupation and nationality of the Trustees and their relationship, if any, with the Promoters, Directors or Key Managerial Personnel of the Company are not available as on the date of this Notice. The Trust shall be constituted and the Trustees shall be appointed in accordance with the applicable provisions of the Act, the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the Scheme and the Trust Deed.

The amount of loan or financial assistance to be provided by the Company to the Innomet Advanced Materials Limited Employees Welfare Trust for implementation of ESOP 2026 shall be determined in accordance with the provisions of the Scheme, Section 67 of the Act read with the applicable rules thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable laws. Such assistance may be provided by way of loan, guarantee or security, and may be disbursed in one or more tranches, on such tenure, interest and repayment terms as may be decided by the Board of Directors and/or the Nomination and Remuneration Committee, subject to compliance with the statutory ceilings and conditions prescribed under applicable law from time to time.

The loan/financial assistance shall carry such interest and have such tenure as may be determined in accordance with the Scheme and Applicable Laws and shall be repayable to the Company from the proceeds realised by the Trust from permitted sale/transfer of Shares, including realisation of the exercise price and other income or receipts of the Trust, in accordance with the Scheme and Applicable Laws.

The requisite particulars in relation to the proposed provision of money by the Company to the Trust are set out below:

1. **The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of Shares**

The following classes of employees and Directors (collectively referred to as “Employees”) shall be eligible to participate in the Scheme:
a. a permanent employee of the Company, whether working in India or outside India;
b. a Director of the Company, whether a Whole-time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group; and
c. an employee as defined in clauses (a) or (b) above of a Subsidiary Company(ies) or future Subsidiary Company(ies) of the Company, whether in India or outside India,
but excluding:
i. an employee who is a Promoter or belongs to the Promoter Group;
ii. a Director who, either himself/herself or through his/her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company; and
iii. an Independent Director.

2. Particulars of the Trustee or employees in whose favour the Shares are to be registered

It is contemplated that designated trustees shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and Act. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustee.

The Shares acquired under the Scheme shall be held by the Trust through its Trustees in accordance with the provisions of the Act, the SBEB Regulations, the Scheme and the Trust Deed.

As the Trust is yet to be constituted, the particulars of the Trustees are not available as on the date of this Notice. The Trust shall be the registered holder of the Shares acquired by it until such Shares are transferred to eligible Employees pursuant to the exercise of vested Options in accordance with the Scheme.

Upon exercise of vested Options by an eligible Employee and fulfilment of the applicable conditions, the corresponding number of Shares shall be transferred by the Trust to such Employee, who shall thereafter be the registered holder of such Shares.

3. Particulars of the Trust and name, address, occupation and nationality of the Trustees and their relationship with the Promoters, Directors or Key Managerial Personnel, if any

The Company proposes to constitute an **irrevocable employee welfare trust** for implementation and administration of the Scheme.

As on the date of this Notice, the Trust is **yet to be constituted and the Trustees are yet to be appointed**. Accordingly, the name of the Trust, its registered/principal office address and the name, address, occupation and nationality of the Trustees are not available as on the date of this Notice.

The Trust shall be constituted and the Trustees shall be appointed in accordance with the applicable provisions of the Act, the rules made thereunder, the SBEB Regulations, the Scheme and the Trust Deed. The Company shall ensure that the constitution and administration of the Trust and the appointment and functioning of the Trustees are undertaken in compliance with applicable law.

4. Interest of Key Managerial Personnel, Directors or Promoters in the Scheme or Trust and effect thereof

The Promoters of the Company shall not be eligible to participate in the Scheme. However, key managerial personnel and directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant applicable SBEB Regulations. Since the Trust is yet to be constituted and the Trustees are yet to be appointed, no interest of any Trustee in the Trust or the Scheme arises as on the date of this Notice.

5. Detailed particulars of benefits which will accrue to the Employees from implementation of the Scheme

The benefits to eligible Employees under the Scheme shall be in the form of Employee Stock Options ("Options") granted in accordance with the terms and conditions of the Scheme. The maximum quantum of benefits that may accrue to an eligible Employee shall be determined by the maximum number of Options that may be granted to such Employee in accordance with the Scheme and within the overall limit approved by the Members.

Upon vesting and exercise of the Options and fulfilment of the applicable conditions, the eligible Employee shall be entitled to receive the corresponding number of Shares from the Trust, subject to payment of the applicable exercise price and other terms and conditions of the Scheme. Apart from the grant of Options and the consequential benefit of acquisition of Shares upon exercise, no other benefit is contemplated under the Scheme.

6. Details about who would exercise and how the voting rights in respect of the Shares acquired under the Scheme would be exercised

The Trust shall be the registered Shareholder of the Company in respect of the Shares acquired and held by the Trust until such Shares are transferred to the eligible Employees upon exercise of vested Options.

In accordance with the applicable provisions of the SBEB Regulations, the Trustees shall not exercise voting rights in respect of the Shares held by the Trust.

Accordingly, voting rights in respect of such Shares shall be exercisable by the eligible Employees only after the Shares have been transferred to them by the Trust pursuant to the exercise of vested Options.

Approval sought from Members

In view of the foregoing, the Company seeks the approval of the Members by way of a Special Resolution for provision of money by the Company to the Innomet Advanced Materials Limited Employees Welfare Trust for acquisition of the Equity Shares of the Company through secondary acquisition for implementation of the Scheme, in accordance with Section 67 of the

Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the SEBI SBEB Regulations, including the limits and conditions prescribed thereunder, as amended from time to time.

The Board of Directors recommends the **Special Resolution** set out at **Item No. 16** of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective eligibility and entitlements, if any, under the Scheme**.**

Item Nos. 17, 18, 19

Approval for related party transactions under Section 188 of the Companies Act, 2013 and Approval for material related party transactions under Section 188 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain approval of the members for certain related party transactions which may exceed such sum as is specified in the Rules.

To ensure that all related party transactions entered into by the Company during the financial year 2026-27 and up to the conclusion of the next Annual General Meeting of the Company to be held in the year 2027 are in accordance with the approval of the shareholders, it is proposed to seek the consent of the members of the Company through an **Ordinary Resolution**.

Name of the Related Party	Name of the Director or Key Managerial Personnel (KMP) who is related, if any	Nature of the Relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members
a) Prasad Innovations l b) Mrs.Saritha Devi Chilaka Pati c) Mr.Vinay Choudary Chilakapati d) Mrs. Sanjna Chowdary Chilakapati e) Mrs.Lakshmi Kanthamma Chilakapati f) Prasad Engineering Works g) Any other related party as defined under the Act, and applicable accounting standards thereof.	a) Mrs. Saritha Devi Chilaka Pati b) Mr. Vinay Choudary Chilakapati c) Ms. Sanjna Chowdary Chilakapati d) Mrs. Lakshmi Kanthamma Chilakapati	Promoter/Director/ KMP/ Shareholders	a) sale, purchase or supply of any goods or materials; b) selling or otherwise disposing of, or buying, property of any kind; c) leasing of property of any kind; d) availing or rendering of any services; e) appointment of any agent for purchase or sale of goods, materials, services or property; f) appointment of related party to any office or place of profit in the Company, in subsidiary (ies) of the Company g) any such other related party	The contracts / arrangements / transactions with any of related party(ies) of the Company (entered/ to be entered individually with a related party or entered/ to be entered with all the related parties taken together with) during the financial year 2026-27 year and up to the conclusion of the next Annual General Meeting of the Company to be held in the year 2027.

			transactions of whatsoever nature as referred under section 188(1) and other applicable provisions of the Act including the transactions of material nature.	

The above limit under Item No. 17 shall exclude the transactions with Keerthi Enterprises and Swastik Tungsten Private Limited, for which separate approval is being sought from the members under Item Nos. 18 and 19, respectively.

The Board of Directors, at its meeting held on February 13, 2026, approved the proposal for acquisition of 57.5% stake in Swastik Tungsten Private Limited. The proposed acquisition is strategically aligned with the Company's business objectives, particularly for strengthening and securing the supply of tungsten metal powder for the Company's operations. The acquisition is currently in progress and, upon completion of the proposed acquisition, Swastik Tungsten Private Limited would become a subsidiary of the Company.

Further, the transactions with certain other related parties as specified herein in this statement and with Swastik Tungsten Private Limited may exceed the limits specified under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). Hence, it is proposed to seek approval of members for such Related Party Transactions (RPTs).

The Board recommends these resolutions as set out under **Item Nos. 17 to 19** for the approval of the members of the Company as **Ordinary Resolutions**.

Material Related Party Transactions

The Board of Directors, at its meeting held on February 13, 2026, approved the proposal for acquisition of 57.5% stake in Swastik Tungsten Private Limited. The proposed acquisition is strategically aligned with the Company's business objectives, particularly for strengthening and securing the supply of tungsten metal powder for the Company's operations. Upon completion of the proposed acquisition, Swastik Tungsten Private Limited would become a subsidiary of the Company. As on this date the proposed acquisition is in the process and once completed it will become subsidiary of the Company.

Further, the transactions with certain other related parties as specified herein in this statement and with Swastik Tungsten Private Limited (a) may exceed the limits specified under Regulation 23 of the SEBI LODR Regulations. Hence it is proposed to seek approval of members for such Related Party Transactions (RPT).

The Board recommends these resolutions as set out under Item Nos.17 to 19 for the approval of the members of the Company as Ordinary Resolutions.

Details of Material Related Party Transactions:

Material Related Party Transactions				
Name of Related party	Relationship	Estimated value of transaction (Amount in Rupees)	Nature of the transaction (s)	Material Terms of the contract/ or agreement/Justification
Keerthi Enterprises	Proprietorship firm owned by a relative of the Director of the Company	Up to 6,00,00,000 (Rupees Six Crores Only)	a)sale, purchase or supply of any goods or materials; a)selling or otherwise disposing of,	The proposed transactions with Keerthi Enterprises include construction of the Company's building, factory shed and related infrastructure works/services to be provided by Keerthi Enterprises, as required

			or buying, property of any kind; c) availing or rendering of any services;	for its business operations. The proposed arrangement will support the Company's infrastructure and capacity expansion requirements. The work will be undertaken based on the Company's specifications, drawings and project requirements. The transactions are proposed to be undertaken on an arm's length basis and on commercially reasonable terms. The proposed transactions are considered to be in the interest of the Company and its shareholders.
Swastik Tungsten Private Limited (to be subsidiary)	Subsidiary (Acquisition in progress)	Up to 50,00,00,000 (Rupees Fifty Crores Only)	a)sale, purchase or supply of any goods or materials; b) availing or rendering of any services; c)Inter Corporate Loan d) any other related party transaction	The proposed transactions with Swastik Tungsten Private Limited are intended to support the Company's business and strategic objectives, particularly in relation to the sourcing and processing of tungsten and allied materials. The proposed acquisition of a stake in Swastik Tungsten Private Limited is currently under process and, upon completion, it is proposed to become a subsidiary of the Company. The proposed transactions may include purchase/sale of goods and services and inter-corporate loans for business and working capital requirements. The transactions will be undertaken on an arm's length basis and on commercially reasonable terms, subject to applicable laws. The proposed transactions are expected to support the Company's operational requirements and long-term business growth. Overall, the proposed transactions are expected to strengthen the Company's position in the tungsten and advanced materials sector and contribute to long-term shareholder value.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the RPT Industry Standards dated June 26, 2025 formulated by ISF, effective September 01, 2025, read with SEBI Master Circular dated January 30, 2026) about the proposed RPTs, including rationale, material terms, justification as to why the proposed RPTs are in the interest of the Company and the basis of pricing.

The Audit Committee reviewed and took note of the certificate placed before it by the Whole-time Director and Chief Financial Officer of the Company, confirming that the proposed RPTs are in the best interests of the Company and its shareholders and are at arm's length.

The Audit Committee, in its meeting held on August 24, 2026, had confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the said RPTs, the Committee has determined that the promoter(s) will not benefit from the proposed RPTs at the expense of public shareholders.

In terms of the provisions of Regulation 23 of SEBI LODR Regulations, the proposed approval shall be valid till the date of the next Annual General Meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time.

The members may note that as per the provisions of the Act and the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve the resolutions set out in Item Nos. 17 to 19 of the Notice of AGM.

Pursuant to the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD 2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the Securities and Exchange Board of India titled Industry Standards, the details as required therein are reproduced hereunder including the information pursuant to the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of related party transactions":

Particulars of the information	Details
Information as placed before the Audit Committee in the format as specified in the RPT Standards, to the extent applicable.	Please refer Nature and Transaction for the information placed before the Audit Committee
Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	As stated above
Disclose the fact that the Audit Committee has reviewed the certificates provided by the Managing Director/ CFO of the Listed Entity as required under the RPT Standards.	Certificate was placed before the Audit Committee as required under the RPT Industry Standards.
Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee and the Board of Directors of the Company in its meetings held on 24 August, 2026 have recommended and approved the material related party transaction.
Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not applicable as no documents have been redacted for the purpose of providing information to the shareholders.
Provide web-link and QR Code, through which Not Applicable shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
Any other information that may be relevant.	Not applicable

The RPTs placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI LODR Regulations and Section 177 of the Act, placed before the Members. Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and dealing with Related Party Transactions, shall be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI LODR Regulations.

The Board considers that the transaction is in the ordinary course of business and on arm's length basis. However, since the transaction value(s) may exceed the materiality threshold prescribed under Regulation 23 of SEBI LODR Regulations, shareholder approval is being sought.

No Director, except the one mentioned hereinabove, and Key Managerial Personnel or their relative is, directly or indirectly, concerned or interested, financially or otherwise, in the resolutions as set out in Item Nos. 17 to 19 of the Notice of the AGM.

By Order of The Board of Directors
For Innomet Advanced Materials Limited

Date: August 24, 2026
Place: Hyderabad

Sd/-
Saritha Devi Chilakapati
Whole-time Director and CFO
DIN: 08432017

Registered Office :
B-31, BHEL Ancillary Industrial Estate,
Ramachandrapuram, Medak, Hyderabad,
Telangana, India, 502032
CIN: L27101TG2019PLC132262
Tel No.: +91 40 2302 1726; +91 7036869896; Fax: +9140 2302 4647
Email ID: cs@innomet.net; Website: www.innomet.net

Annexure – 2
(Forming part of the Notice convening the Annual General Meeting of the Company)

Profile of director seeking appointment / re-appointment / continuation
[Pursuant to Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015]

Mrs. Saritha Devi Chilakapati
Director liable to retire by rotation and seeking re-appointment

Particulars	Details
Name	Mrs. Saritha Devi Chilakapati
DIN	08432017
Designation/Category of Directorship	Whole-time Director and CFO
Date of Birth/Age	29.01.1975, 51 years
Nationality	Indian
Date of first appointment on the Board	24/04/2019
Personal profile/Qualifications/ Experience	Mrs. Saritha Devi Chilakapati holds an MBA in Finance and has over 20 years of experience in the areas of purchase, inventory management, product costing, human resources, ISO implementation, marketing and business development, strategy, financial planning, working capital management, budgetary controls, financial structuring, mergers and demergers. She commenced her professional career through her first-generation business, Prasad Innovations, engaged in the diamond tool manufacturing industry, where she worked for more than eight years. She subsequently entered the metal powder manufacturing sector through Padmasree Enterprises, a family-owned partnership firm, which was subsequently converted into Innomet Advanced Materials Private Limited. She has played a significant role in the growth and development of the Company and has been associated with the Company's Board since its inception. She oversees the financial and statutory compliance functions of the Company and contributes to its strategic and business planning. In April 2020, she was recognised with the "100 Successful Women Entrepreneurs in MSME" Award by the Ministry of MSME, Government of India. She is also an Industry and Alumni Member of the Board of Studies for the Department of Commerce at St. Ann's College for Women, Mehdipatnam, Hyderabad, where she contributes towards curriculum development for B.Com. courses based on industry requirements. She has been associated with the Innovation and Incubation Centre (IIC) of St. Ann's College for Women, Mehdipatnam, Hyderabad, since its inception, supporting and encouraging startups, particularly women entrepreneurs and students. She has also been actively associated with FICCI FLO, Hyderabad Chapter, where she headed the Incubation Division during FY 2019-20 and FY 2020-21 and mentored more than 60 women entrepreneurs.

	She presently serves on the MSME Panel and Defence and Aerospace Panel of the Confederation of Indian Industry (CII), Telangana State. Her extensive experience in finance, business operations, strategy, financial planning, compliance and entrepreneurship, together with her industry and institutional engagements, provides valuable guidance and strategic direction to the Company.
Terms and Conditions of Appointment	Re-appointment as a Director liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
Remuneration last drawn	Rs. 30,00,000 (Rupees Thirty Lakhs Only) per annum as per the appointment terms
Nature of expertise in specific functional areas	As stated above
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Inter-se relationships between directors and Key Managerial Personnel	Mrs. Saritha Devi Chilakapati is the spouse of Mr. Vinay Choudary Chilakapati, Daughter-in-law of Mrs. Lakshmi Kanthamma Chilakapati and mother of Ms. Sanjna Chowdary Chilakapati.
List of Directorships held in other companies including listed entities, if any (as on the date of AGM notice)	Nil
Listed companies (other than) Innomet Advanced Materials Limited in which holding directorship and Committee membership (as on the date of AGM notice)	Nil
Names of listed entities from which he/she resigned in past three years	Nil
Remuneration proposed to be paid	Not Applicable as there is no change in existing terms
Number of Board meetings attended during FY 2025- 26	12
No. of Shares held in the Company (Self ~~/ As beneficial owner~~)	3371028

Ms.Sanjna Chowdary Chilakapati
Additional Director seeking appointment as Director, liable to retire by rotation

Particulars	Details
Name	Ms.Sanjna Chowdary Chilakapati
DIN	11537278
Designation/Category of Directorship	Additional Director - Seeking appointment as Director, liable to retire by rotation
Date of Birth/Age	June 18, 1998, 28 years
Nationality	Indian
Date of first appointment on the Board	11.02.2026
Personal profile/Qualifications/ Experience	Ms. Sanjna Chowdary Chilakapati holds a degree in Materials Science & Engineering from the University of Illinois Urbana-Champaign and brings expertise in advanced manufacturing, analytics and business strategy. She has experience in product development, market development, business transformation, revenue optimisation, process formalisation and cross-functional execution.

	At Innomet Advanced Materials Limited, she has been providing professional services in market and product development and transformation, and has contributed to strengthening manufacturing operations, quality systems, inventory governance, sales structuring and financial coordination, and w.r.t. initiatives relating to business-process formalisation and digitisation to enhance operational discipline, reporting transparency and scalable control frameworks. She is actively associated with the powder metallurgy industry in India and internationally and contributes to the Company's strategic growth and development
Terms and Conditions of Appointment	Appointment as a Non-executive Non-independent Director liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
Remuneration last drawn	Rs.9,83,000 (Nine Lakh Eighty Three Thousand Only)
Nature of expertise in specific functional areas	As stated above
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Inter-se relationships between directors and Key Managerial Personnel	As stated in the explanatory statement to the Resolution/Item No.3 of the Notice
List of Directorships held in other companies including listed entities, if any (as on the date of AGM notice)	Nil
Listed companies (other than) Innomet Advanced Materials Limited in which holding directorship and Committee membership (as on the date of AGM notice)	Nil
Names of listed entities from which he/she resigned in past three years	*Nil*
Remuneration proposed to be paid	Professional Fee of Rs. 30,00,000 per annum
Number of Board meetings attended during FY 2025- 26	1
No. of Shares held in the Company (Self / As beneficial owner	1200

Mr. Venkata Sai Kiran Chakravadhanula
Additional Director – Non-Executive Independent Director, seeking approval appointment as an Independent Director

Particulars	Details
Name	Mr.Venkata Sai Kiran Chakravadhanula
DIN	11094810
Designation/Category of Directorship	Non-executive Independent Director
Date of Birth/Age	May 06, 1982, 44 years
Nationality	Indian
Date of first appointment on the Board	May 23, 2026

Personal profile/Qualifications/ Experience	Mr. Venkata Sai Kiran Chakravadhanula is a materials scientist and technology professional with expertise in metallurgy, materials science, advanced materials, nanomaterials, materials characterisation, electron microscopy and aerospace technologies. He holds a Bachelor's degree in Metallurgy and Materials Technology from Jawaharlal Nehru Technological University, Hyderabad, a Master's degree in Materials Science and Engineering and a Ph.D. from Kiel University, Germany. His doctoral research focused on functional nanocomposite thin films and their modification through ion beam irradiation. He has undertaken research and professional assignments with reputed institutions, including the Karlsruhe Institute of Technology (KIT), Helmholtz Institute Ulm for Electrochemical Energy Storage, Vikram Sarabhai Space Centre (ISRO) and the International Advanced Research Centre for Powder Metallurgy and New Materials (ARCI). His work has included transmission electron microscopy and spectroscopy, materials characterisation, nanocomposites, thin films, energy-storage materials and advanced materials processing. He has also worked in the private aerospace sector and was associated with Skyroot Aerospace, where he served in roles involving research and development, materials and strategic initiatives. He is also identified as Co-Founder and Chief Executive Officer of Red Balloon Aerospace. His professional experience spans metallurgy, materials science, strategic materials, additive manufacturing and electron microscopy. He has authored and co-authored over 100 peer-reviewed publications and has contributed to research in areas including nanocomposites, nanomaterials, thin films, electron microscopy and advanced materials. He has also been associated with academic and research institutions in various capacities, including as a researcher, guest scientist and faculty member.
Terms and Conditions of Appointment	Appointment as a Non-Executive Independent Director for a first term of 5 (Five) consecutive years commencing from May 23, 2026 and ending on May 22, 2031 (both days inclusive) in accordance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Articles of Association of the Company. The Independent Director shall not be liable to retire by rotation
Remuneration last drawn	Not applicable
Nature of expertise in specific functional areas	As stated above
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board considers that the skills and capabilities required for the role include expertise in metallurgy, materials science, advanced materials, research and development, technology, innovation and the aerospace sector, together with strategic and analytical capabilities. Mr. Venkata Sai Kiran Chakravadhanula possesses extensive knowledge and experience in metallurgy and materials science, advanced materials, nanomaterials, materials characterisation, research and development and aerospace technologies. His academic and professional experience in these areas, coupled with his exposure to technology-driven businesses and innovation, enables him to provide val-

	uable and independent perspectives to the Board and contribute effectively to the Company's growth, strategic initiatives and technology-led business development.
Inter-se relationships between directors and Key Managerial Personnel	None
List of Directorships held in other companies including listed entities, if any (as on the date of AGM notice)	Red Balloon Aerospace Private Limited U30303AP2025PTC119258 Director – Promoter May 07, 2025
Listed companies (other than) Innomet Advanced Materials Limited in which holding directorship and Committee membership (as on the date of AGM notice)	Nil
Names of listed entities from which he/she resigned in past three years	Nil
Remuneration proposed to be paid	Sitting Fees.
Number of Board meetings attended during FY 2025- 26	Nil – appointed as Additional Director after the closure of FY 2025–26.
No. of Shares held in the Company (Self / As beneficial owner	Nil

By Order of The Board of Directors
For Innomet Advanced Materials Limited

Date: August 24, 2026
Place: Hyderabad

Sd/-
Saritha Devi Chilakapati
Whole-time Director and CFO
DIN: 08432017

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B-31, BHEL Ancillary Industrial Estate,
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