Matix Fertilisers and Chemicals Limited

CIN: U24120WB2009PLC153272

Corporate Office: Poonam Chambers, B wing, 5th Floor, Dr. Annie Besant Road, Worli, Mumbai-400018, Maharashtra, India.

T +91 22 6116 7000 * F +91 22 6116 7011.

Email: -info@matixgroup.com;

Website: - www.matixgroup.com

Registered Office: Panagarh Industrial Park, P.O. Panagarh Bazar, Dist.: -Purba Bardhaman–713148, West Bengal, India.

NORMAL NOTICE OF 17TH ANNUAL GENERAL MEETING ('AGM')

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Matix Fertilisers and Chemicals Limited will be held on Monday, 28th September 2026, at 12:00 PM (IST) at Panagarh Industrial Park, P.O. Panagarh Bazar, Dist.:-Purba Bardhaman-713148, West Bengal, to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Reports of the Board of Directors and Statutory Auditors thereon, and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

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

SPECIAL BUSINESS

Item No. 2: Ratification of Cost Auditors' Remuneration

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

Matix Fertilisers and Chemicals Ltd.

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, the remuneration of ₹ 1,50,000 (Rupees One Lakh Fifty Thousand only), including ₹ 25,000 towards special cost audit, plus applicable taxes and out-of-pocket expenses, payable for each financial year to M/s Thakur & Company Cost Accountants, (Firm Registration Number: 000130), appointed as the Cost Auditors of the Company for FY 2026-27 and FY 2027-28, for conducting the audit of the cost records of the Company, as recommended by the Audit Committee and approved by the Board, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, and things, and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Item No. 3: Re-appointment and Remuneration of Mr. Manoj Mishra (DIN: 06408953) as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its meeting held on 30th August 2026, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Manoj Mishra (DIN: 06408953) as Managing Director of the Company for a further period of two (2) years with effect from 1st October 2026 to 30th September 2028, on the following terms and conditions, and whose office shall not be liable to retirement by rotation:

1. **Period of Appointment**:

Two (2) years with effect from 1st October 2026 to 30th September 2028.

Matix Fertilisers and Chemicals Ltd.

2. **Remuneration**:

a) First Year (1st October 2026 to 30th September 2027): ₹ 3,25,00,000 (Rupees Three Crore Twenty-Five Lakh only) per annum, inclusive of Annual Performance Linked Incentive (APLI) of 20%.

b) Second Year (1st October 2027 to 30th September 2028): ₹ 3,50,00,000 (Rupees Three Crore Fifty Lakh only) per annum, inclusive of Annual Performance Linked Incentive (APLI) of 20%.

3. **Variable Pay (APLI)**:

The Annual Performance Linked Incentive and its payment shall be regulated in accordance with the Annual Performance Linked Incentive (APLI) Policy applicable for the respective financial year. The actual payment shall be based on the Company's performance and the applicable performance parameters.

4. **Perquisites and Other Benefits**:

Company car with driver shall be provided to Mr. Manoj Mishra. Company leased accommodation may also be provided, the cost of which shall be adjusted against the House Rent Allowance (HRA) component of the remuneration.

In addition to the annual remuneration specified above, Mr. Manoj Mishra shall be entitled to gratuity, leave and leave encashment, medical insurance, personal/group accident insurance and such other employee benefits and perquisites as may be applicable to employees of the Company from time to time, in accordance with the Company's policies and applicable laws. Such benefits and perquisites shall be provided in addition to the aforesaid annual remuneration and shall not form part of the annual remuneration specified under Clause 2 above.

5. **Minimum Remuneration**:

In the event of absence or inadequacy of profits in any financial year during the currency of his tenure, the remuneration payable to Mr. Manoj Mishra shall be governed by the applicable provisions of Section 197 read with Schedule V to the Companies Act, 2013.

6. **Sitting Fees**:

Mr. Manoj Mishra shall not be entitled to any sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, agreements, instruments and writings as may be necessary, proper or expedient to give effect to this resolution."

Matix Fertilisers and Chemicals Ltd.

MATIX
FERTILISERS

By Order of the Board

FOR MATIX FERTILISERS AND CHEMICALS LIMITED

(V. R. MURKAR)

COMPANY SECRETARY

Place: Mumbai

Dated: 01/09/2026 2026.

Corporate office: - Poonam Chambers, B wing,

5th Floor, Dr. Annie Besant Road,

Worli, Mumbai-400018, Maharashtra, India

Registered Office: Panagarh Industrial Park,

P.O. Panagarah Bazar, Dist. Purba Bardhaman,

West Bengal 713148

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The Company has also circulated, simultaneously, a Notice convening the 17th Annual General Meeting at Shorter Notice on 11th September 2026, subject to obtaining the consent of not less than 95% of the Members entitled to vote thereat, in accordance with the proviso to Section 101(1) of the Companies Act, 2013. In the event such consent is received, the AGM shall be held on 11th September 2026 and this Notice shall cease to have effect. In the absence of such consent, the AGM shall be held on 28th September 2026 pursuant to this Notice.

Matix Fertilisers and Chemicals Ltd.

4. Members are requested to: a) complete the attendance slip and deliver the same at the entrance of the Meeting hall. b) bring their copies of the Notice at the time of attending the 17th Annual General Meeting. Members desiring any information relating to the Financial Statements are requested to send their queries to the Company at least ten days before the AGM so that the information may be made available at the Meeting.

5. A proxy shall not vote except on a poll.

6. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc. to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.

7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. Members holding shares in physical form are requested to write their Folio Number in the Attendance Slip.

8. Pursuant to statutory requirements, the Notice of the 17th AGM along with other documents are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants.

9. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, will remain available for inspection during the AGM at registered office of the Company.

10. Explanatory statement pursuant to the provisions of the Section 102 of the Companies Act, 2013 for items no 2 and 3 is attached herewith.

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Matix Fertilisers and Chemicals Ltd.

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NO. 2 & 3 OF THE ACCOMPANYING NOTICE FOR THE 17TH ANNUAL GENERAL MEETING.

Item No. 2: Ratification of Cost Auditors' remuneration:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditor) Rules 2014, the Company is required to appoint a cost auditor to audit the cost records of the company. In addition, the Cost Auditor will also carry out Special Cost Audit under Nutrient Based Subsidy (NBS) scheme as per the notification dated 20th June 2024 of the Department of Fertilizers.

Subsequent to the approval of the Members, the requirement for conducting a Special Cost Audit under the Nutrient Based Subsidy (NBS) Scheme was introduced/applicable, necessitating enhancement of the remuneration payable to the Cost Auditor.

Further, based on the recommendation of the Audit Committee, the Board approved revision of the remuneration at ₹ 1.50 lakh (Rupees One Lakh Fifty Thousand Only) inclusive of ₹ 0.25 lakh towards the Special Cost Audit (Exclusive of GST and re-imbursement of out-of-pocket expenses) for each financial year.

The Board recommends the Ordinary Resolution set out at Item No. 2 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 shareholding, if any, in the Company.

Item No. 3: Re-appointment and Remuneration of Mr. Manoj Mishra (DIN: 06408953) as Managing Director

Mr. Manoj Mishra (DIN: 06408953) was re-appointed as the Managing Director of the Company for a period of three years with effect from 1st October 2023 to 30th

Matix Fertilisers and Chemicals Ltd.

September 2026, pursuant to the approval of the Board of Directors at its meeting held on 20th September 2023 and the approval of the Members. His present tenure as Managing Director expires on 30th September 2026.

Considering his significant contribution to the operational growth, strategic direction and overall business management of the Company, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 30th August 2026, recommended and approved, respectively, the re-appointment of Mr. Manoj Mishra as Managing Director of the Company for a further period of two years with effect from 1st October 2026 to 30th September 2028, subject to the approval of the Members.

The proposed remuneration of Mr. Manoj Mishra for the two-year period is as follows:

Period	Annual Remuneration
1st October 2026 to 30th September 2027	₹ 3,25,00,000
1st October 2027 to 30th September 2028	₹ 3,50,00,000

The above remuneration is inclusive of Annual Performance Linked Incentive (APLI) of 20%. The APLI shall be governed by the APLI Policy applicable for the respective financial year to the employees, and the actual payout shall depend upon the Company's performance and the applicable performance parameters.

The APLI applicable to senior executives of the Company, including Functional Directors, comprises two segments, namely, the Individual Performance (IP) Segment and the Company Performance (CP) Segment. In the case of the Managing Director, the CP Segment constitutes 100% of the APLI, while the IP Segment is nil.

The Company Performance Component is based on the actual EBITDA achieved vis-à-vis the budgeted EBITDA for the relevant financial year. The APLI framework provides for quarterly interim payout of the Company Performance Component. Where achievement is below 60%, the payout is zero, while the maximum payout is capped at 125%, irrespective of achievement beyond that level.

Perquisites and other benefits

Company car with driver shall be provided to Mr. Manoj Mishra. Company leased accommodation may also be provided, the cost of which shall be adjusted against the House Rent Allowance (HRA) component of the remuneration.

In addition to the annual remuneration specified above, Mr. Manoj Mishra shall be entitled to gratuity, leave and leave encashment, medical insurance, personal/group accident insurance and such other employee benefits and perquisites as may be applicable to employees of the Company from time to time, in accordance with the Company's policies and applicable laws.

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The medical insurance coverage presently applicable is a floater policy of ₹ 12.50 lakh for self, spouse and two dependent children. The aforesaid benefits and perquisites shall be in addition to the annual remuneration specified above.

The above terms and conditions of re-appointment and remuneration are subject to the applicable provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The principal terms and conditions governing the re-appointment and remuneration of Mr. Manoj Mishra are set out in the resolution at Item No. 3 of the accompanying Notice.

Mr. Manoj Mishra does not hold any shares in the Company. The other details of Mr. Manoj Mishra, as required under the applicable provisions of the Companies Act, 2013 and Secretarial Standard-2, are set out in **Annexure A**.

Except Mr. Manoj Mishra, 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 resolution.

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

By Order of the Board

FOR MATIX FERTILISERS AND CHEMICALS LIMITED

Matix Fertilisers and Chemicals Ltd.

VISHNU R. MURKAR

COMPANY SECRETARY

Place: Mumbai

Dated: 01/09/2026

Corporate office:- Poonam Chambers, B wing, 5th Floor,

Dr. Annie Besant Road, Worli, Mumbai-400018, Maharashtra, India.

Registered Office: Panagarh Industrial Park,

P.O. Panagarah Bazar, Dist. Purba Bardhaman,

West Bengal 713148

MATIX FERTILISERS

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 AND SCHEDULE V TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Annexure A:

Details of Director Seeking Re-appointment / Regularisation at the 17th AGM

(Details of the director in pursuance of Clause 1.2.5 of SS-2 - Secretarial Standard on General Meetings.)

Name of the Director	**Mr. Manoj Mishra**
Date of Birth	29/11/1961 64 years
Date of Appointment	1st October 2021 for two years and re-appointed from 1st October, 2023 for term of three years 1st October, 2026 for term of two years
Relationship with Directors	None
Expertise in Specific functional area	Mr. Mishra is the Managing Director of the Company and responsible for overall affairs of the Company and acts under superintendence, control, and direction of Board of Directors of the Company.
Qualification	CMA from the Institute of Cost Accountant of India (ICMAI)
Board Membership of Companies	1. Fertilisers Association of India 2. CPSU Director's World Foundation
Chairman/Member of the Committee of the Board of directors of other Companies	None
Number of Shares held in the Company	NIL
Number of Board Meetings attended during the year	5

Matix Fertilisers and Chemicals Ltd.

<table>
<tr><td>Terms and conditions of appointment</td><td>As mentioned in Board Resolution dated 30/08/2026.</td></tr>
<tr><td>Remuneration sought to be paid</td><td>
<table>
<tr><th>Term</th><th>Period</th><th>CTC Per Annum (Rs.)</th><th>Remarks</th></tr>
<tr><td>1st Year</td><td>01-10-2026 to 30-09-2027</td><td>3,25,00,000</td><td>Incl. 20% APLI</td></tr>
<tr><td>2nd Year</td><td>01-10-2027 to 30-09-2028</td><td>3,50,00,000</td><td>Incl. 20% APLI</td></tr>
</table>
The variable pay and its payment is regulated as per the Annual Performance Linked Incentives (APLI) policy applicable for the respective year. The actual payment of APLI is dependent on the Company's performance. In addition, Mr. Mishra would be eligible for Company perks like car with driver, Group Accidental Insurance for Self and Mediclaim Insurance Coverage of Rs. 12.50 Lakh (Floater Policy) for Self, Spouse, and two Dependent Children and all other perks and benefits payable to employees from time to time.</td></tr>
<tr><td>Remuneration last drawn</td><td>Rs. 3.00 crore p.a. (as per Board Resolution dated 20/09/2023), plus car with driver for official use w.e.f. 1st April 2022. In addition, Mr. Mishra would be eligible for Company perks like Group Accidental Insurance for Self and Mediclaim Insurance Coverage (Floater Policy) for Self, Spouse, and two Dependent Children and all other perks and benefits payable to employees from time to time.</td></tr>
<tr><td>Date of first appointment on the Board</td><td>w.e.f. 01/10/2021</td></tr>
<tr><td>Inspection of Documents</td><td>Copies of the draft Agreement / Letter of Re-appointment, the draft General Power of Attorney, and recommendations of the Nomination & Remuneration Committee are open for inspection by</td></tr>
</table>

Matix Fertilisers and Chemicals Ltd.

	Members at the Registered and Corporate Offices of the Company during business hours on all working days up to the date of the AGM.

MATIX
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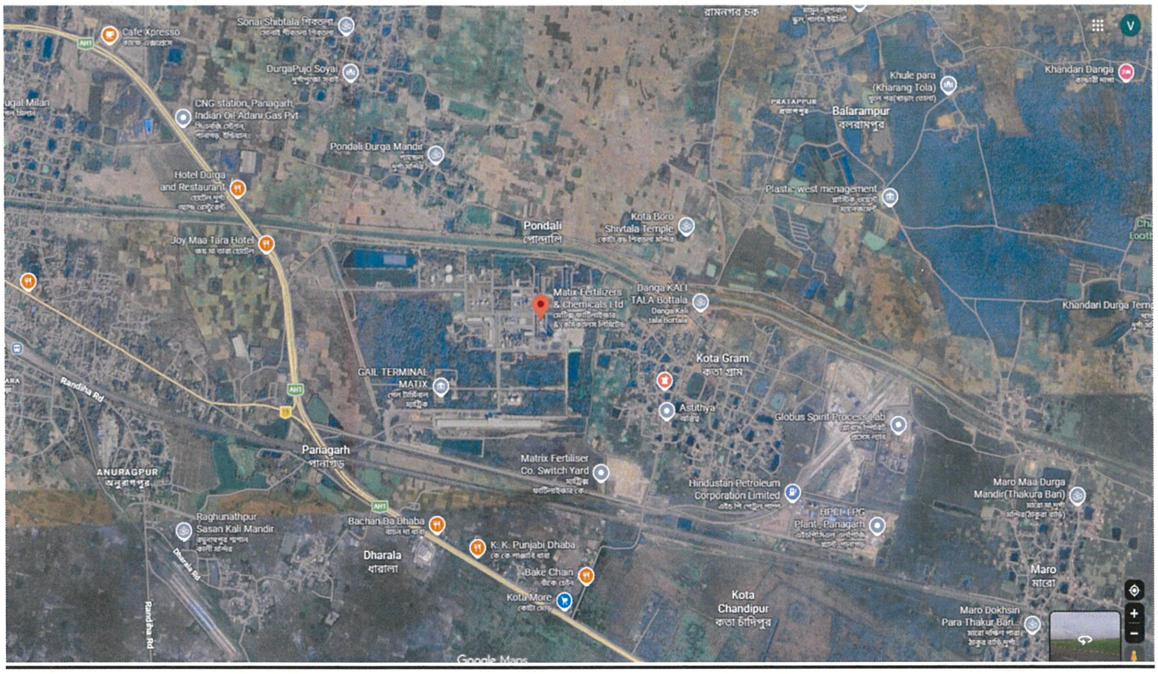
<u>Route map to the veune of 17th Annual General Meeting of the Company:</u>



1. Venue: Panagarh Industrial Park, P.O. Panagarh Bazar, Dist. Purba Bardhaman, West Bengal – 713148
2. Landmark: Near Panagarh Industrial Corridor / National Highway 19 (NH-19)
3. Prominent Distance: ~151 km from Netaji Subhash Chandra Bose International Airport, Kolkata.

Matix Fertilisers and Chemicals Ltd.

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FORM NO. MGT-11
PROXY FORM

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

Name of the Company	
Registered Office	

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the Member(s) of ____________ Shares of the above-named Company hereby appoint

Name:	
Address:	
e-Mail ID:	
Signature	

or failing him

Name:	
Address:	
e-Mail ID:	
Signature	

or failing him

Matix Fertilisers and Chemicals Ltd.

Name:	
Address:	
e-Mail ID:	
Signature	

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **17th Annual General Meeting of the Company**, to be held on Monday on 28th September 2026 at 12.00 PM (IST) at Panagarh Industrial Park, Panagarh, Dist. Purba Bardhaman, West-Bengal 713148 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.

1.________________

Affix Revenue Stamps

2.________________

Signed this _____ day of _____2026

Signature of Proxy holder(s)

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

Matix Fertilisers and Chemicals Ltd.

MATIX FERTILISERS

ATTENDANCE SLIP

Please complete this Attendance Slip in all respects and hand it over at the entrance of the Meeting Hall:

Regd. Folio No./DP ID & Client ID.	:	
Name and Address of Member (s) Address	:	
Number of Shares held in the Company	:	
e-Mail ID	:	

I/We certify that I/We am/are a registered Members/Proxy for the registered Members of the Company.

I/We hereby record my/our presence at the 17th Annual General Meeting of the Company held at Panagarh Industrial Park, P.O. Panagarah Bazar, Dist. Purba Bardhaman, West Bengal 713148

Signature of the Members
Or Proxy : ____________________

Name : ____________________

Note: -

1. Members / joint members /Proxies are requested to bring the Attendance Slip with them. Duplicate attendance slip will not be issued at the Meeting venue.
2. A proxy is requested to bring his/her valid photo identity proof at the Meeting.

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