

KAOLIN INDIA PRIVATE LIMITED

(Subsidiary of EICL Limited)

(CIN: U26993KL2020PTC097913)

Registered Office: TC-79/4, Titanium, Veli, Thiruvananthapuram - 695021, Kerala

Email: sect@eicl.in | Website: www.eicl.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ("EGM") of the Members of Kaolin India Private Limited ("the Company") will be held on Saturday, 24th January 2026 at 11.00 A.M. at the Registered Office of the Company at TC-79/4, Titanium, Veli, Thiruvananthapuram - 695021, Kerala, to transact the following Special Business:

SPECIAL BUSINESS

Item No. 1 - Approval for Sale of Undertaking of Kaolin India Pvt. Ltd. ("the Company")

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell, transfer or otherwise dispose of the whole of the Business Undertaking of the Company, including plant and machinery and other assets (together with such liabilities, obligations and employees as may be agreed), comprising the undertaking located at Bhuj, Gujarat, on a slump sale / going concern basis, for such consideration and on such terms and conditions as may be finalised by the Board".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise, execute and deliver the Business Transfer Agreement ("BTA") and all other documents, deeds and writings and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**By Order of the Board
Kaolin India Private Limited**

sd/-
Shalini Chawla
Director (DIN: 10059339)

Date: 30-12-2025
Place: Gurugram

EXPLANATORY STATEMENT (SECTION 102)

Item No. 1

The Company is engaged in the business of Kaolin through its undertaking located at Bhuj, Gujarat. In order to achieve strategic and operational objectives and to unlock value, the Board of Directors, at its meeting held on 30-12-2025, approved the proposal to sell the entire business undertaking of the Company on a slump sale / going concern basis, subject to Members' approval.

The proposed transaction involves the transfer of plant and machinery and other assets forming part of the Bhuj undertaking, together with such liabilities, obligations, contracts and employees as may be agreed with the purchaser, under a Business Transfer Agreement ("BTA") to be executed upon receipt of Members' approval.

Since the proposed transaction constitutes a sale of the whole of the undertaking of the Company, approval of the Members by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 is required.

The proceeds from the transaction are proposed to be utilised, inter alia, towards repayment of existing borrowings and liabilities, and for such other lawful purposes as may be decided by the Board in accordance with applicable law.

The draft Business Transfer Agreement ("BTA") and other relevant documents will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the EGM.

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

The Board recommends the Special Resolution set out in Item No. 1 for approval of the Members.

**For and on behalf of
For Kaolin India Private Limited**

**Sd/-
Shalini Chawla
Director (DIN: 10059339)**

Date : 30-12-2025
Place : Gurugram