



Regd. Office: Plot No. 41/3 & 41/5, Village Lohop, Lohop Chowk Rd., Tal. Khalapur – 410202. Dist. Raigad, Maharashtra.
CIN: L24115MH1988PLC048126 Email: tulaseebio@gmail.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF TULASEE BIO-ETHANOL LIMITED AT THEIR ANNUAL GENERAL MEETING HELD ON THURSDAY, 10TH SEPTEMBER 2026 AT 12:30 PM (IST) THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM')

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Board of Directors and the Auditors thereon.

“RESOLVED THAT the Audited Standalone Financial Statements of the Company comprising of Balance Sheet as on March 31, 2026, the Statement of Profit and Loss, the Cash Flow Statement for the financial year 2025-2026 together with the Notes forming part thereof and annexure thereto, Directors and Auditors Report thereon, are hereby approved.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do the needful to give effect to the above resolution.”

//Certified true copy//

For Tulasee Bio-Ethanol Limited

Kapil
Lalitkumar
Nagpal

Digitally signed by Kapil Lalitkumar Nagpal
DN: cn=Kapil Lalitkumar Nagpal, o=Tulasee Bio-Ethanol Ltd., ou=, email=kapil@tulaseebio.com, c=IN
c=Kapil Lalitkumar Nagpal
o=Tulasee Bio-Ethanol Ltd.
ou=, email=kapil@tulaseebio.com, c=IN
Date: 2026.09.10 12:32:25 +05'30'

Managing Director

Mr. Kapil Lalitkumar Nagpal

DIN: 01929335



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Appointment of Ms. Kritika Nagpal Lalit, bearing (DIN: 00020901), who retires by rotation and being eligible offers herself for re-appointment:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 if any, Ms. Kritika Nagpal Lalit, bearing (DIN: 00020901), Director of the Company who retires by the rotation and being eligible had offered herself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do the needful to give effect to the above resolution.”

**//Certified true copy//
For Tulasee Bio-Ethanol Limited**

Kapil
Lalitkumar
Nagpal

Digitally signed by Kapil Lalitkumar Nagpal
DN: cn=Kapil Lalitkumar Nagpal, o=Tulasee Bio-Ethanol Ltd., email=tulaseebio@gmail.com, c=IN
Date: 2026.09.10 12:30:35 +05'30'

**Managing Director
Mr. Kapil Lalitkumar Nagpal
DIN: 01929335**



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Approval for appointment of M/S Sandeep P Parekh & Co, Company Secretaries as a Secretarial Auditor of the Company

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”) and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued there under from time to time and other applicable provisions, if any, (including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and as approved by the Board of Directors of the Company, the Company be and hereby appoints M/s. Sandeep P Parekh & Co, a Peer Reviewed firm of Practicing Company Secretaries, (F-7118; CP No. 7693), as the Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years from the conclusion of 38th Annual General Meeting to be held in the year 2026 up to the Annual General Meeting to be held in the year 2031 (i.e. commencing from the Financial Year 2026-27 till the Financial Year 2030-31), to undertake secretarial audit as required under the Act and issue the necessary secretarial audit report for the said period, at such annual remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be determined by the Board of Directors of the Company (including its Committee thereof as may be authorized in this regard) in consultation with the Secretarial Auditor from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration / revision in remuneration of the Secretarial Auditor, from time to time.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

**//Certified true copy//
For Tulasee Bio-Ethanol Limited**

Kapil
Lalitkumar
Nagpal

**Managing Director
Mr. Kapil Lalitkumar Nagpal
DIN: 01929335**



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under **Items No. 3** of the accompanying Notice:

In respect of Item no: 3:

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company and other specified class of companies, are required to annex with its Board’s report made in terms of Section 134(3) of the Act, a report on Secretarial Audit given by a Company Secretary in Practice.

Further, Regulation of the SEBI Listing Regulations, requires listed companies and its material unlisted subsidiaries incorporated in India to undertake secretarial audit by a secretarial auditor who is required to be a peer reviewed company secretary and annex the secretarial audit report in such form as specified, with its annual report.

The aforementioned regulation, in addition to prescribing the eligibility criteria for appointment of the secretarial auditor, further stipulates that the appointment/ re-appointment of an individual as a secretarial auditor shall not exceed one term of 5 (five) consecutive years and in case the secretarial auditor is a secretarial audit firm, shall not exceed two terms of 5 (five) consecutive years, with such appointment/re-appointment is required to being subject to approval by the members of the Company at its Annual General Meeting, basis recommendation of the Audit Committee and Board of Directors.

In view of the aforesaid and basis the recommendation of the Audit Committee, the Board of Directors at its meeting, has approved and recommended to the members of the Company, the appointment of M/s. Sandeep P Parekh & Co, a Peer Reviewed firm of Practicing Company Secretaries, F-7118; CP No. 7693), as the Secretarial Auditor of the Company, for a period of 5 (five) consecutive financial years commencing from the conclusion of 38th Annual General Meeting of the Company until the conclusion of the 43rd Annual General Meeting of the Company (i.e. commencing from the financial year 2026-27 till the financial year 2030-31), to undertake secretarial audit and issue the necessary secretarial audit report for the aforesaid period. The Secretarial Auditor, in addition to the Secretarial Audit Report, may also render such other services or provide such certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws.

A brief profile of M/s. Sandeep P Parekh & Co, a Peer Reviewed firm of Practicing Company Secretaries, is mentioned hereunder:

“M/s. Sandeep P Parekh & Co, Practicing Company Secretaries, is driven by CS Sandeep Parekh, a Practicing Company Secretary having over 18 years of rich professional experience in the field of Corporate Laws and Regulatory Advisory. His expertise spans across Mergers & Amalgamations, Shareholders’ Agreements, Fund Raising, Corporate Structuring, SME Listing, Secretarial Audits, Due Diligence, FEMA, SEBI compliances and Corporate Advisory services. He has been actively advising startups, private companies, listed entities and multinational groups on complex regulatory and transaction matters.

M/s. Sandeep P Parekh & Co is a peer reviewed firm in accordance with the guidelines issued by the Institute of Company Secretaries of India.

CS Sandeep Parekh has given his consent to act as Secretarial Auditor of the Company and also confirmed that –

- The said appointment (if approved) would be within the prescribed limits specified by Institute of Company Secretaries of India (“ICSI”);
- He holds a valid peer review certificate issued by ICSI; and



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- He is not disqualified from being appointed as Secretarial Auditors.

The disclosures as required under Regulation 36(5) of the SEBI Listing Regulations, is given hereunder.

Proposed fees for conducting Secretarial Audit for the financial year 2026-27	50,000/- (Rupees Fifty Thousand Only), excluding G.S.T./other taxes, as applicable, and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Secretarial Auditor in connection with the secretarial audit. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor.
Fee for subsequent year(s)	The remuneration for subsequent years as determined by the Board, on recommendation of the audit committee and in consultation with the secretarial auditors
Term of Appointment	5 (five) consecutive financial years commencing from the conclusion of 38th Annual General Meeting of the Company until the conclusion of the 43 rd Annual General Meeting of the Company (i.e. commencing from the financial year 2026-27 till the financial year 2030-31)
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the secretarial auditors proposed to be appointed.	The Board, while recommending CS Sandeep Parekh for appointment as the Secretarial Auditor of the Company, have taken into consideration, amongst other things, the credentials of CS Sandeep Parekh, his past professional association with the Company and proven track record of and eligibility criteria which commensurate with the size and requirements of the Company. For credentials of CS Sandeep Parekh, please refer the brief profile above in the explanatory statement

The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

In view of the aforesaid, the Board recommends the Ordinary Resolution for approval by the members as set forth in Item No. 3 of the notice convening the meeting.

For Tulasee Bio-Ethanol Limited

Kapil
Lalitkumar
Nagpal

Managing Director
Mr. Kapil Lalitkumar Nagpal
DIN: 01929335