



## Himadri Speciality Chemical Ltd

CIN: L27106WB1987PLC042756

**Regd. Office:** 23A, Netaji Subhas Road, 8<sup>th</sup> Floor, Suite No. 15, Kolkata – 700 001

**Corp. Office:** 8, India Exchange Place, 2<sup>nd</sup> Floor, Kolkata - 700 001

**E-mail:** [investors@himadri.com](mailto:investors@himadri.com); **Website:** [www.himadri.com](http://www.himadri.com); **Ph:** 033-22309953

### Notice to the Members

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting (“**AGM**”) of the Members of Himadri Speciality Chemical Ltd (“**Company**”) will be held on Thursday, 12 June 2025 at 11:00 a.m. (IST) through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”) to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company together with the report of the Board of Directors and Auditors’ thereon for the financial year ended 31 March 2025.
2. To declare a final dividend of ₹ 0.60 (60%) per equity share of face value of ₹ 1 each for the financial year ended 31 March 2025.
3. To appoint a Director, in place of Mr. Shyam Sundar Choudhary (DIN: 00173732), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. To ratify remuneration of Cost Auditor for the financial year ending 31 March 2026

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the rules framed thereunder and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of actual travel and out

of pocket expenses incurred in connection with the cost audit, payable to Mr. Sambhu Banerjee, Cost Auditor (Membership No. 9780), who has been appointed by the Board of Directors as the Cost Auditor for conducting the audit of the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending 31 March 2026, be and is hereby ratified and confirmed;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the ROC and to comply with all other requirements in this regard.”

##### 5. To approve the appointment of M/s LABH & LABH Associates, Company Secretaries, as Secretarial Auditor of the Company

*To consider and, if thought fit, to pass, with or without modification(s), 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 24A and other applicable provisions, if

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any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon recommendation of Audit Committee and Board of Directors, M/s LABH & LABH Associates, Company Secretaries (FRN: P2025WB105500) be and are hereby appointed as Secretarial Auditor of the Company to hold office for a term of 5 (Five) consecutive years, i.e. from financial year 2025-26 to financial year 2029-30 at a remuneration to be fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide and/or alter the terms and conditions of the appointment including remuneration for subsequent financial years as it may deem fit;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the ROC and to comply with all other requirements in this regard.”

**6. To appoint Mr. Amitabh Srivastava (DIN: 09704968) as an Independent Director of the Company**

*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 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder and Regulation 16, 17 and 25 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

Mr. Amitabh Srivastava (DIN: 09704968), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 21 April 2025, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors in terms of Section 161 of the Act and who has submitted the necessary declaration to the effect that he meets the criteria for independence as prescribed in the Act and SEBI Listing Regulations 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, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for the first term, for a period of 5 (five) consecutive years with effect from 21 April 2025 to 20 April 2030, on such terms and conditions as detailed in the explanatory statement annexed thereto;

**RESOLVED FURTHER THAT** Mr. Amitabh Srivastava, shall be entitled to the sitting fees (if any), as may be prescribed by the Board and subject to the limits prescribed under Section 197(1) of the Act and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and rules and regulations made there under;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the ROC and to comply with all other requirements in this regard.”

**7. To re-appoint Mr. Shyam Sundar Choudhary (DIN: 00173732) as Whole-time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the

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Companies Act, 2013 (“Act”) and 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), Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination & Remuneration Committee and the approval of Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Shyam Sundar Choudhary (DIN: 00173732) who has attained the age of 77 (seventy seven) years, as the Whole-time Director of the Company, liable to retire by rotation, for a period of three (3) consecutive years with effect from 01 April 2025 to 31 March 2028, on such detailed terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting with the authority to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of the said re-appointment and remuneration, in such manner as may be agreed to between the Board and Mr. Shyam Sundar Choudhary, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Act and rules made thereunder, if in, any financial year during his tenure, the Company has no profits or inadequate profits, Mr. Shyam Sundar Choudhary will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act, or any modification or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) and the Company

Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the ROC and to comply with all other requirements in this regard.”

## 8. To approve and adopt the amended Articles of Association of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other requisite approvals, if any, as may be required, approval of the Members of the Company be and is hereby accorded for adoption of amended Articles of Association, as available for inspection on the website of the Company, in substitution of and to the exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the ROC and to comply with all other requirements in this regard.”

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**9. To approve transactions under Section 185 of Companies Act, 2013 for granting inter-corporate loans to or provide guarantee or security in favour of persons in whom any of the directors are interested**

*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 Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules made thereunder, (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and approval of the Board of the Directors and Audit Committee,

consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which expression shall mean and include any duly constituted Committee thereof to which authority has been delegated by the Board) to advance loan and/or give guarantee and / or give security in connection with a loan taken by any company, body corporate or any other entity in which any of the Directors of the Company is interested/deemed to be interested, in one or more tranches as the Board in its absolute discretion deem beneficial and in the interest of the Company as per the schedule below, for an aggregate amount of upto ₹ 725 Crores (Rupees Seven Hundred Twenty Five Crores).

<b>Name of the Borrower Company</b>	<b>Means of Financing</b>	<b>Amount not exceeding (₹ in Crores)</b>
i. Himadri Birla Tyre Manufacturer Private Limited	a. granting loan; b. giving guarantee and / or provide security in connection with a loan.	250
ii. Trancemarine and Confreight Logistics Private Limited	a. granting loan; b. giving guarantee and / or provide security in connection with a loan.	100
iii. Sturdy Niketan Private Limited	a. granting loan; b. giving guarantee and / or provide security in connection with a loan.	300
iv. Invati Creations Private Limited	a. granting loan; b. giving guarantee and / or provide security in connection with a loan.	75
<b>Total</b>		<b>725</b>

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and finalize the terms and conditions while advancing such loan and/or give guarantee and / or give security within the aforesaid limits and in compliance with applicable provisions of the Act, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds and matters and things as may be required and expedient for implementing and giving effect to this resolution;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the ROC and to comply with all other requirements in this regard.”

**By Order of the Board**

Sd/-

**Monika Saraswat**

**Company Secretary & Compliance Officer**

**ACS: 29322**

**Place: Kolkata**

**Date: 21 April 2025**

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## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“**Act**”) setting out material facts relating to Special Business under Item No. 4, 5, 6, 7, 8 & 9 of the Notice to be transacted at the 37<sup>th</sup> AGM is annexed hereto. The recommendation of the Board of Directors of the Company (“**Board**”) in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) is also provided in the said Statement.
  2. The Ministry of Corporate Affairs, Government of India (“**MCA**”) has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), *inter-alia* allowed conducting of AGM through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) facilities to be held on or before September 30, 2025, which does not require physical presence of the Members, Directors, Auditors and other persons at common venue. The Securities and Exchange Board of India (“SEBI”) has also, vide its Circular No. SEBI/HO/CFD/CFDPoD- 2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circular and all other relevant circulars issued from time to time, the 37<sup>th</sup> AGM of the Company is being conducted through VC / OAVM facility. The deemed venue for the 37<sup>th</sup> AGM shall be the Corporate Office of the Company situated at Ruby House, 8 India Exchange Place, 2<sup>nd</sup> Floor, Kolkata - 700 001. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating in the meeting through VC / OAVM is given in the Notice under Note No. 28.
  3. The 37<sup>th</sup> AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act, SEBI Listing Regulations, and read with all the applicable MCA and SEBI Circulars.
  4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, revised Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during 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. NSDL will be providing facility for voting through remote e-Voting, for participation in the 37<sup>th</sup> AGM through VC/ OAVM facility and e-Voting during the 37<sup>th</sup> AGM. The instructions and other information relating to e-Voting are given in the Notice under Note No 28. Once the vote cast by the Member, the same shall not be allowed to be changed subsequently or cast again.
  5. In terms of the MCA Circulars, since the physical attendance of the Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote on behalf of the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Members who are Body Corporate(s) are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-Voting and e-Voting during the 37<sup>th</sup> AGM of the Company.
  6. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through the remote e-Voting and e-Voting during AGM, to the Scrutinizer by email through its registered email address to [rajaghosh2002@gmail.com](mailto:rajaghosh2002@gmail.com) with a copy marked to [monika@himadri.com](mailto:monika@himadri.com) and [evoting@nsdl.com](mailto:evoting@nsdl.com)
  7. The quorum for the AGM, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and Members present in the meeting through VC/OAVM shall be counted for the purpose of quorum pursuant to MCA Circulars and other applicable circulars.
- 8. Dispatch of Annual Report through E-mail**
- In accordance with the MCA Circulars and Circular No. SEBI/HO/CFD/CFDPoD- 2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI, the Notice of the 37<sup>th</sup> AGM along with the Annual Report of the Company for the financial year ended 31 March 2025 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar

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and Share Transfer Agent (“RTA”) or with their respective Depository Participant/s (DPs).

Members may note that the Notice and Annual Report for the financial year ended 31 March 2025 is also available on the Company’s website [www.himadri.com](http://www.himadri.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company will also be sending printed copies of the Annual Report 2024-25 to the shareholders on receipt of specific requests.

**9. Record Date:** Record Date will be Friday, 23 May 2025 to determine those Members who will be entitled to receive dividend which will be declared at the AGM.

**10. Dividend:** Subject to the approval of the Members at the AGM, the dividend will be deposited in a separate bank account within 5 (five) days from the date of declaration of the dividend and will be paid to the Members, subject to deduction of tax at source, as applicable, whose names appear on the Company’s Register of Members as on the **Record Date (i.e., 23 May 2025)** and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details and to the Members who have not updated their bank account details, dividend shall be paid to them electronically only upon completion of KYC and bank account details.

**11. Tax Deductible at Source:** Pursuant to the Income-tax Act, 1961, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Income-tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

- A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source

by email to [skcdivit@gmail.com](mailto:skcdivit@gmail.com) or [investors@himadri.com](mailto:investors@himadri.com). Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

- Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. self -attested copy of the Permanent Account Number (PAN Card), if any, allotted by the Indian authorities; self-attested copy of Tax Residency Certificate (TRC) valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident; self-declaration in Form 10F. Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit by sending an email to [skcdivit@gmail.com](mailto:skcdivit@gmail.com) or [investors@himadri.com](mailto:investors@himadri.com). TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided.

The details of TDS rate for each category of shareholders and necessary format of declarations is also available at the website of the Company at [www.himadri.com](http://www.himadri.com).

## 12. Updation of PAN and KYC details

### Physical Holding:

SEBI vide its Circular March 16, 2023 subsequently rescinded due to issuance of Master Circular dated May 17, 2023 and amended by November 17, 2023, and further amended by Master Circular dated May 07, 2024, mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, in respect of such folios only through electronic mode with effect from 01 April 2024 upon completion/submission of the requisite documents/details in entirety.

In this connection, shareholders holding shares in physical form are requested to update their PAN, KYC, Nomination details, if not provided earlier to S K Infosolutions Private Limited, the RTA of the Company, by submitting the following forms.

- Form ISR-1: Request for Registering PAN/KYC, Bank details or Changes/Updation thereof
- Form ISR-2: Confirmation of Signature of Shareholders by the Banker

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The said Form can also be downloaded from our website [www.himadri.com](http://www.himadri.com) under Investor Section.

In case of any query / assistance, Members are requested to contact the Company's RTA, M/s S. K. Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata - 700 032, email: [skcdilip@gmail.com](mailto:skcdilip@gmail.com)

### Demat Holding:

Update the PAN and KYC (i.e. postal address with pin code, email address, mobile number, bank account details) through your Depository Participants (DPs).

The Company has sent reminders to those shareholders whose bank details are not available with the RTA, requesting them to update KYC to enable the Company for payment of dividend. The Company, before processing the request for payment of Unclaimed / Unpaid Dividend, has been in practice obtaining necessary particulars of Bank Account of the Payee.

### 13. Nomination facilities

Section 72 of the Act read with Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014, provides for the facility of nomination to security holders of the Company. This facility is mainly useful in the case of those holders who hold their shares in their own name. Investors are advised to avail of this facility to avoid any complication in the process of transmission, in case of death of the holders. Where more than one person holds the securities of a company jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the securities shall vest in the event of death of all the joint holders.

In case the shares are held in physical mode, the nomination form may be obtained from the Registrar & Share Transfer Agent. In case of shares held in Demat form, such nomination is to be conveyed to the DP as per the formats prescribed by them.

In this connection, shareholders holding shares in physical form are requested to update their Nomination details, if not provided earlier to S K Infosolutions Private Limited, the RTA of the Company, by submitting the following forms.

- i. Form ISR-3: Declaration to Opt-out of Nomination
- ii. Form SH-13: Nomination Form
- iii. Form SH-14: Change in Nomination

- iv. Form SH-14 and ISR-3: Cancellation of Nomination

The Nomination form is available at the website of the Company at [https://www.himadri.com/home/investor\\_information](https://www.himadri.com/home/investor_information)

### 14. Dispute Resolution Mechanism (SMART ODR):

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/ investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company at [https://www.himadri.com/home/investor\\_information](https://www.himadri.com/home/investor_information). The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

### 15. Dematerialisation of physical shares:

Members may please note that in view of the proviso to Regulation 40(1) of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form (DEMAT) with effect from 1 April 2019. Dematerialisation of shares would help to eliminate risks associated with Physical Shares. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated 27 March 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after 1 April 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after 1 April 2019 can do so only after the shares are dematerialized.

As per the SEBI mandate, the Company shall issue 'letter of confirmation(s)' in lieu of physical securities certificate(s) while processing shareholders' requests such as, transmission, transposition, subdivision, consolidation, renewal, exchange and change/deletion of names of shareholders. The securities holders/claimants are required to apply for dematerialization of securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance.

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**16. Transfer of Unclaimed Dividend and Shares to IEPF:** Members are hereby informed that pursuant to Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and all other applicable provisions, circulars and amendments thereto, the equity shares of the Company in respect of which dividends remained unclaimed or unpaid for seven consecutive years or more from the date of transfer of unclaimed or unpaid dividend to unpaid dividend account, are required to be transferred by the Company to the Investor Education and Protection Fund (“IEPF”) as established by the Central Government in terms of Section 125(1) of the Act.

Pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the relevant circulars and amendments thereto (‘IEPF Rules’) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the IEPF, constituted by the Central Government.

The amount of unpaid dividend for the year ended 31 March 2018 and onwards is lying in separate banking accounts for the respective years. Members who have not claimed dividend for the year ended 31 March 2018 and onwards, if any has been provided an opportunity to claim such dividend by sending a letter under their signature along with one cancelled cheque/bank details, claiming the amount of unpaid dividend, so as to reach with the Company’s RTA, M/s S.K. Infosolutions Pvt. Ltd, D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata - 700 032.

Members are hereby informed that the dividend for the financial year ended 31 March 2018 declared at the AGM held on 04 September 2018, is also due to be transferred to IEPF Authority on 10 October 2025, after expiry of the period of seven years. The details of those Members who have not claimed dividend for a consecutive period of seven years or more and the relevant details of shares due to be transferred to the IEPF Authority, is available on Company’s website at [www.himadri.com](http://www.himadri.com) under Investors Section.

The unclaimed dividend and the unclaimed shares, after being transferred to IEPF Authority can be claimed back from the IEPF Authority by filing the web-based e-Form IEPF-5 online. Ms. Monika Saraswat, Company Secretary & Compliance Officer, is the Nodal Officer of the Company for the purpose of verifying such claims. It was further clarified that

if any dividend is paid or claimed for any year during said period of seven consecutive years, the shares shall not be transferred to IEPF.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form ISR - 4. The said form can be downloaded from the Company’s website, [www.himadri.com](http://www.himadri.com).
18. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company’s RTA for consolidation into a single folio.
19. Non-resident Indian Members are requested to inform the Company’s RTA, M/s S. K. Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata - 700 032, email: [skcdilip@gmail.com](mailto:skcdilip@gmail.com), immediately of :
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. The Board has appointed CS Rajarshi Ghosh, Practising Company Secretary (FCS: 12595; C.P. 8921), as the Scrutinizer to scrutinize the remote e-voting process and also e-voting during the meeting in a fair and transparent manner. The Scrutinizer shall, after the conclusion of e-voting at the 37<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer’s Report.
21. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.himadri.com](http://www.himadri.com) and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after declaration. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.



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22. A recorded transcript of the meeting shall be uploaded on the website of the Company [www.himadri.com](http://www.himadri.com) and the same shall also be maintained in the safe custody of the Company.
23. The scanned copies of the relevant documents referred to in the accompanying notice/explanatory statement will be made available at [www.himadri.com](http://www.himadri.com) for inspection by the Members at the AGM, up to the date of this AGM.

During the AGM, the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, the Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendment thereof and the Memorandum and Articles of Association of the Company shall be available for inspection upon login to NSDL e-Voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

24. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.
25. Ms. Monika Saraswat, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-Voting. The Members may contact at the following address:

Name: **Ms. Monika Saraswat**

Designation: Company Secretary and Compliance Officer

Corporate Office: 8, India Exchange Place, 2<sup>nd</sup> Floor, Kolkata-700001

Email id: [monika@himadri.com](mailto:monika@himadri.com);

Phone No.: 033-2230 9953

26. Details as required under Regulation 36(3) of the SEBI Listing Regulations and revised Secretarial Standards on General Meeting (SS-2) with respect to Director seeking appointment and re-appointment at ensuing AGM is given in the **Annexure - III** to this Notice.
27. Since the AGM will be held through VC / OAVM facility, the Attendance slip, and Route Map are not annexed to this Notice.

## 28. Conduct of AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility.

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

- i. The Members are requested to join the 37<sup>th</sup> AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting i.e. 11:00 A.M. (IST) by clicking on the link <https://www.evoting.nsdl.com> under Members login, where the EVEN of the Company will be displayed, by using the remote e-voting credentials and the same shall be kept open throughout the meeting. The Members are also requested to follow the procedure mentioned in these notes.
- ii. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. In line with the MCA Circulars, the Notice calling the 37<sup>th</sup> AGM has been uploaded on the website of the Company at [www.himadri.com](http://www.himadri.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iv. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of the Company will be displayed. Please note that the Members

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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. Further members can also use the OTP based login for logging into the e-voting system of NSDL.

- v. Members who would like to express their views or ask questions during the 37<sup>th</sup> AGM of the Company will be required to register themselves as a speaker by sending e-mail to the Company Secretary & Compliance Officer at [himadriagm2025@himadri.com](mailto:himadriagm2025@himadri.com) from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number, email id, mobile number. Only those members who have registered as speakers till 06 June 2025 will be able to speak at the meeting.

Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above.

- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vii. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. Please note that Members connecting from mobile devices or tablets or through laptops etc 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.
- viii. Members desiring any information regarding the Financial Statements of the Company

to be placed at the AGM are requested to write to the Company through email on [himadriagm2025@himadri.com](mailto:himadriagm2025@himadri.com) till 06 June 2025 so as to enable the management to keep the information readily available at the meeting.

- ix. 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 [himadriagm2025@himadri.com](mailto:himadriagm2025@himadri.com). The same will be answered by the Company suitably.
- x. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
- xi. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not casted their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. After the members participating through VC/OAVM facility, eligible and interested to cast votes, have casted their votes, the e-voting will be closed with the formal announcement of the closure of the 37<sup>th</sup> AGM of the Company.
  - a. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 37<sup>th</sup> AGM of the Company through VC/OAVM facility.
  - b. Members who need assistance before or during the AGM with use of technology, can:
    - Send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or use Toll free no.: 1800-222-990.
- xii. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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## B. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

- i. The remote e-Voting period shall begin at **09:00 a.m. (IST) on 08 June 2025 and ends at 5:00 p.m. (IST) on 11 June 2025**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 05 June 2025**, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The remote e-Voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked.
- ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. 05 June 2025**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the **cut-off date i.e. 05 June 2025**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 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 (DPs). 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.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

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Type of shareholders	Login Method
	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 &amp; voting during the meeting.</p>

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



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## 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

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

#### How to Login 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 e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services 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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical

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form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 AGM on NSDL e-Voting system

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. 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".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### 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:

1. 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 the Company's email id at [investors@himadri.com](mailto:investors@himadri.com) or, Company's RTA email id at [skcdilip@gmail.com](mailto:skcdilip@gmail.com).
2. 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 the Company's email id at [investors@himadri.com](mailto:investors@himadri.com) or, Company's Registrar and Share Transfer Agent email id at [skcdilip@gmail.com](mailto:skcdilip@gmail.com). 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.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. 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 (DPs). Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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.
3. 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.
4. 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:

1. Members 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 link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the meeting through laptops for a better experience.
3. Further Members will be required to allow a camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

## General Guidelines for Shareholders

1. 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](http://www.evoting.nsdl.com) to reset the password.
2. 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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

## Explanatory Statement pursuant to the provisions of Section 102 of the Act read together with Regulation 17(11) of the SEBI Listing Regulations (as amended)

The following Statement sets out all material facts, rationale and recommendation of the Board relating to the Business set out in item no. 4 to 9 of the accompanying Notice dated 21 April 2025

### Item No. 4

The Board at its meeting held on 21 April 2025, on the recommendation of the Audit Committee has considered and approved the appointment of Mr. Sambhu Banerjee, Cost Accountant, (Membership No. 9780) as the Cost Auditor of the Company for conducting audit of Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2025-26 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) per annum plus GST as applicable and reimbursement of actual travel and out of pocket expenses.

Pursuant to Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board on the recommendation of the Audit Committee, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is being sought to pass an ordinary resolution as set out under Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31 March 2026.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution as set out under Item No. 4.

# Notice (Contd.)

The Board recommends passing of the Resolution as set out under Item No. 4 of the Notice for approval by the Members of the Company as an Ordinary Resolution.

## Item No. 5

Securities and Exchange Board of India ("SEBI") vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, has amended Regulation 24A of SEBI Listing Regulations. As per the said amendment to Regulation 24A of the SEBI Listing Regulations, which came into effect from 01 April 2025, the appointment of Secretarial Auditor shall be approved by the Members at the AGM of the Company and the tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice, should be for a maximum of one (1) term of five (5) consecutive years or in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31 March 2025 shall not be considered for the purpose of calculating the tenure under Regulation 24A of the SEBI Listing Regulations.

Pursuant to the above requirement, the Board at its meeting held on 21 April 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of "M/s LABH & LABH Associates", Company Secretaries (FRN: P2025WB105500) a peer reviewed firm, as Secretarial Auditor of the Company for a period of five consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30 in terms of Regulation 24A of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The appointment is subject to shareholders' approval at the AGM.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s LABH & LABH Associates, has been recommended to be appointed as the Secretarial Auditors of the Company. The authority to decide the remuneration for the balance period of the tenure has been delegated to the Board of Directors which shall be decided mutually by them and the secretarial auditor.

The Company has received written consent from M/s LABH & LABH Associates and a certificate that they satisfy the qualification criteria provided under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 ("SEBI Circular") and that

the appointment, if made, shall be in accordance with the applicable provisions of the Act, Rules framed thereunder, SEBI Listing Regulations, SEBI Circular and other applicable circulars, if any, in this regard. The firm has agreed to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditor of the Company and have not incurred any of the disqualifications as specified vide the said SEBI Circular.

While recommending M/s LABH & LABH Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s LABH & LABH Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

### Brief Profile & Credentials:

"M/s LABH & LABH Associates" is a firm of Practicing Company Secretaries led by CS Atul Kumar Labh, Practicing Company Secretary and a Senior Partner of the firm. Mr. Labh is a member of the Institute of Company Secretaries of India since 1996 and is having more than 29 years of extensive experience in company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.

Mr. Labh is also a member of National Company Law Tribunal Kolkata Bar Association, Calcutta Study Circle on Corporate Law & Allied Subject and Direct Tax Professionals' Association. He is also empaneled as Mediator/Conciliator with RD, Eastern Region, Ministry of Corporate Affairs. He also acted as an Arbitrator Member with BSE, NSE & CDSL and was a member of Corporate Governance Committee of the Bengal Chamber of Commerce & Industry. He is a regular faculty member of ICSI, ICAI, ICMA and other professional forums and has contributed articles to professional magazines. Mr. Labh acts as a Corporate Consultant, providing specialized, high-quality professional services to a diverse clientele, including private and public sector organizations.

The Firm comprises of competent team members and associates having expertise in legal, secretarial, financial and other allied subjects. The Firm leverages a modern infrastructure, competent staff and a network of associates across India to meet the dynamic evolving needs of the corporate world. All the partners of the firm are having the Peer Review Certificate from the Institute of Company Secretaries of India.



# Notice (Contd.)

## Terms of Appointment:

Appointment is proposed for a period of 5 (five) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30, subject to approval of the Members of the Company in the forthcoming 37<sup>th</sup> AGM of the Company, as Secretarial Auditor of the Company at a remuneration of ₹ 3,50,000/- p.a. excluding GST plus out of pocket expenses at actuals, for each financial year subject to revision as mutually agreed between the Board and the Secretarial Auditors in due course during the tenure of appointment. The proposed fees are determined based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.

Considering the expertise and profile of the firm, the resolution for appointment of the firm is proposed for approval of the members of the Company.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with the Secretarial Auditor and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2026-27 to 2029-30 will also be approved by the Board and/ or the Audit Committee.

None of the Directors or Key Managerial Personnel and/ or their relatives in any way, financially or otherwise, is interested or deemed to be interested in the proposed resolution.

The Board recommends passing of the Resolution as set out under Item No. 5 of the Notice for approval by the Members of the Company as an Ordinary Resolution.

## Item No. 6

Mr. Amitabh Srivastava (DIN:09704968) has been appointed as an Additional Director in the category of Non-executive Independent Director with effect from 21 April 2025 by the Board at its meeting held on 21 April 2025 on the recommendation of the Nomination & Remuneration Committee, subject to the approval of the Members at the forthcoming AGM.

Pursuant to the provisions of Section 161 of the Act, Mr. Srivastava will hold office upto the date of ensuing AGM. Mr. Srivastava has given his consent to act as an Independent Director of the Company and he has also submitted necessary declarations to the effect that he meets the criteria for independence as prescribed in Section 149(6) and other applicable provisions of the Act and Regulation 16(1)(b) and other applicable provisions of SEBI Listing Regulations.

In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of

any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act, rules framed thereunder and the SEBI Listing Regulations, for being appointed as an Independent Director and he is independent of the management of the Company.

The Company has also received a declaration to the effect that Mr. Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated 20 June 2018.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing his candidature for the office of Director, for a period of 5 (five) consecutive years with effect from 21 April 2025.

## Brief Profile of Mr. Amitabh Srivastava:

Mr. Amitabh Srivastava, aged about 61 years, is a Graduate in Management Studies (1984) and Post Graduate in Economics (1986) from Bhopal. He has had a distinguished career in Steel Authority of India Ltd (SAIL), a prestigious Maharatna of Govt of India, which he joined in 1986 at IISCo Steel Plant, Burnpur. He rose to the position of Chief General Manager (Materials Management) in 2018 at IISCo Steel Plant, Burnpur. After completing his stint as CGM (MM), Mr. Srivastava assumed the charge of Executive Director (MM) SAIL-Bokaro Steel Plant in 2021. He also took the Additional charge of Executive Director (Personal & Administration) at Bokaro Steel Plant. During this period, he was also appointed as Director of M/s Mjunction Services Ltd, a JV company of SAIL and Tata Steel Ltd. During his tenure in SAIL, lasting more than 37 years played a pivotal role in introducing the latest models and techniques of Supply Chain Management to bring more transparency, accuracy and accountability in all the functions of Procurement and Stores Management. He is also credited with implementing digitalization in all the activities Materials Management functions in SAIL. He was awarded the prestigious Jawahar Award in 2008 considering his outstanding contributions in procurement of critical Raw Materials and Refractories. He is a Life member of Indian Institute of Materials Management.

The Board, based on the recommendation of the Nomination and Remuneration Committee considered that Mr. Srivastava is a person of integrity and has relevant experience and expertise to be appointed as Independent Director of the Company, for the aforesaid term and his association with the Company as an Independent Director would be beneficial to the Company. The Board, based upon his declaration of Independence and declaration of compliance under Rule 6 (1) and (2)

# Notice (Contd.)

of the Companies (Appointment and Qualification of Directors) Rules, 2014 regarding inclusion of his name in data bank for Independent Directors maintained by the Indian Institute of Corporate Affairs is of opinion that he fulfils the conditions specified in the Act and the Rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director.

Mr. Srivastava will be entitled to receive remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and /or for any other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

A copy of draft letter of appointment of Mr. Srivastava as an Independent Director setting out the detailed terms and conditions would be available for inspection by Members at the website of the Company i.e., [www.himadri.com](http://www.himadri.com) until the date of the ensuing AGM.

Except Mr. Srivastava, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the Resolution as set out under Item No.6 of this Notice for approval by the Members of the Company as a Special Resolution. Brief Profile of Mr. Srivastava pursuant to para 1.2.5 of SS-2 ("Revised Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is annexed as **Annexure - III** to the explanatory statement.

## Item No. 7

The Members of the Company at the 32<sup>nd</sup> AGM of the Company held on 11 December, 2020, passed a special resolution and approved the appointment and terms of remuneration of Mr. Shyam Sundar Choudhary, Whole -time Director for a period of 5 (Five) years with effect from 01 April 2020 to 31 March 2025.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 27 January 2025 and approval of Audit Committee and the Board at their respective meetings held on 27 January 2025 has approved the reappointment of Mr. Shyam Sundar Choudhary as Whole-time Director for a period of 3 (Three) years with effect from 01 April 2025 to 31 March 2028, subject to approval of the Members.

### Brief Profile of Mr. Shyam Sundar Choudhary:

Mr. Shyam Sundar Choudhary, Whole-time Director (Promoter) of the Company, aged about 77 years, is a commerce graduate. He has about 52 years of experience in Industrial and Commercial activities. He has been

associated with the Company as a promoter director since incorporation and since then the Company has been benefitting from his guidance and supervision. Mr. Choudhary is on the Board of Directors of the Company since 1987. He is the key driving force behind the Company's project expansion and implementation activities as well as future business expansion strategies and plans for the Company. Under his supervision, there has been multifold capacity expansion across all businesses. He has successfully commissioned various new projects of the company way ahead of the scheduled time delivering the state-of-the-art technology plants. Beyond his responsibilities in project management domain, he also takes on the crucial role of guiding the CSR initiatives of the Company, identification, implementation and monitoring CSR Projects and activities, promoting a CSR culture among employees and ensuring that everyone in the organization is aware of responsible social and environmental practices. Under his leadership the Company undertook various CSR Projects and activities like Rural Development Project for constructing Pucca houses in place of Kutcha houses for Economically Weaker Sections (EWS) of the society in the village area surrounding or adjoining to Company's plant at Mahistikry, Health Care Project for Setting up of Nursing Home etc.

Pursuant to provisions of Section 196 of the Act, the appointment of person who has attained the age of Seventy years shall be made by passing special resolution and explanatory statement shall indicate the justification for appointment of such person. Mr. Shyam Sundar Choudhary had attained the age of 77 years and accordingly justification thereof is given hereunder.

### Justification of appointment Mr. Shyam Sundar Choudhary after the age of 70 years

Keeping in view that Mr. Shyam Sundar Choudhary has rich and varied experience in industry and corporate management, and he has been involved in the operations of the Company since incorporation. Having regard to the experience and knowledge and contribution to the business of the Company, the Board is of the view that the re-appointment of Mr. Shyam Sundar Choudhary as Whole -time Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to them commensurate with his abilities and experience. Accordingly, the approval of members is being sought for passing Special Resolution for the reappointment of Mr. Choudhary as a Whole-time Director for a further period of three years.

Mr. Shyam Sundar Choudhary (Whole Time Directors") satisfies all the conditions set out in Part I of Schedule V to the Act and also conditions set out under Section 196 of the Act for being eligible for his appointment. He is not



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disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Shyam Sundar Choudhary presently is being paid a remuneration of ₹ 300 Lakhs per annum plus perquisites as approved by the Members on 24 March 2023 by passing resolution through postal ballot.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 27 January 2025 and approval of Audit Committee and the Board at their respective meetings held on 27 January 2025 has approved the remuneration of Mr. Shyam Sundar Choudhary upto ₹ 350 Lakhs per annum plus performance linked incentives and perquisites w.e.f. 01 April 2025, subject to approval of the Members.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any Non-Convertible Debentures.

The Board recommends passing of the Resolution as set out under Item No. 7 of the Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Anurag Choudhary, Mr. Shyam Sundar Choudhary, Mr. Amit Choudhary and their relatives none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the aforesaid resolutions no 7 except to the extent of their shareholding, if any, in the Company.

The principal terms and conditions of reappointment and remuneration of aforesaid Managerial Personnel are given in **Annexure - I** and the same may be treated as a written memorandum setting out the terms of re-appointment of Mr. Shyam Sundar Choudhary under Section 190 of the Act and in keeping with the provisions of Section 190(2) of the said Act, the same will be open to inspections by any member of the Company without payment of any fee.

The information pursuant to Schedule V of the Act, as amended, is given in **Annexure - II** forming part of this Notice.

## Item No. 8

The existing Articles of Association ('AOA') of the Company include certain reserved matters which were subject to the approval of erstwhile institutional investor, Bain Capital India Investments ('Bain'). Bain exited by divesting its shareholding during the financial year 2021-22. Additionally, the existing AOA mentions the names of certain promoters who have since been re-classified from 'Promoter/Promoter Group' to 'Public

Category' in accordance with Regulation 31A of SEBI Listing Regulations.

Over the past few years, SEBI has introduced several amendments to various regulations including SEBI Listing Regulations, such as those relating to the dematerialization of securities. Moreover, the Ministry of Corporate Affairs ("MCA") has brought about various changes to the Companies Act and the rules framed thereunder. Consequently, it is proposed to alter the existing AOA by adopting a new set of AOA of the Company to align it with the evolving regulatory landscape as mandated by SEBI and the MCA. As part of this exercise, certain articles have been amended and new ones inserted, necessitating the renumbering and re-sequencing of the articles in the revised AOA.

The Board, at its meeting held on 21 April 2025, considered and approved the draft of the revised AOA, subject to the approval of the Members of the Company. The revised AOA is proposed to be adopted in substitution for, and to the entire exclusion of, the existing AOA

The existing and the draft of proposed Articles of Association are available on the Company's website at [www.himadri.com](http://www.himadri.com) at investors section for perusal by the Members. A copy of existing and the draft of proposed Articles of Association is also available for inspection at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days up to and including the date of the Annual General Meeting.

In terms of Section 14 and other applicable provisions of the Act the consent of the Members by way of Special Resolution is required to approve the amendment in the Articles of Association of the Company. Accordingly, the approval of Members is sought for approval and adoption of the revised AOA to substitution and exclusion of the existing AOA of the Company.

None of the Directors or Key Managerial Personnel and/or their relatives in any way, financially or otherwise, is interested or deemed to be interested in the proposed resolution.

The Board recommends passing of the Resolution as set out under Item No. 8 of the Notice for approval by the Members of the Company as a Special Resolution.

## Item No. 9

The Company has the following subsidiaries which are controlled by the Board of directors of the Company and to whom the Company is required to provide loan or give any guarantee or provide any security in connection with any loan taken by the such subsidiaries from time to time for business purpose.

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- i. Himadri Birla Tyre Manufacturer Private Limited
- ii. Trancemarine and Confreight Logistics Private Limited
- iii. Sturdy Niketan Private Limited
- iv. Invati Creations Private Limited

Pursuant to Section 185 of the Act, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity in whom any of the directors of the Company is interested subject to the condition that—

- (a) a special resolution is passed by the company in general meeting: and
- (b) the loans are utilised by the borrowing company for its principal business activities.

As per Explanation to Section 185(2)(b) the expression “any person in whom any of the director of the company is interested” means:

- a. any private company of which any such director is a director or member;
- b. any body corporate at a general meeting of which not less than twenty-five per cent. of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or
- c. any body corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

Relevant information as required under Section 185 of the Act is given below:

Name of the Borrower Company	Nature of Relationship	Means of Financing	Purpose	Amount not exceeding (₹ in Crores)
i. Himadri Birla Tyre Manufacturer Private Limited	Subsidiary Company	a. granting loan; b. giving guarantee and / or provide security in connection with a loan.	Working capital and general corporate purpose of the Company.	250
ii. Trancemarine and Confreight Logistics Private Limited	Subsidiary Company	a. granting loan; b. giving guarantee and / or provide security in connection with a loan.	Working capital and general corporate purpose of the Company	100
iii. Sturdy Niketan Private Limited	Subsidiary Company	a. granting loan; b. giving guarantee and / or provide security in connection with a loan.	Working capital and general corporate purpose of the Company	300
iv. Invati Creations Private Limited	Subsidiary Company	a. granting loan; b. giving guarantee and / or provide security in connection with a loan.	Working capital and general corporate purpose of the Company	75
			<b>Total</b>	<b>725</b>



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The transaction would be done at an arm's length basis and the interest at a rate not less than the prevailing bank rate shall be charged by the Company on any such loan.

In view of the above, the Board seek the approval of the Members of the Company pursuant to Section 185 and other applicable provisions, if any, of the Act and Rules made thereunder, (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof, for the time being in force) for granting loans, giving guarantee or providing security in connection with a loan taken by any company, body corporate or any other entity in which any of the Directors of the Company is interested of an aggregate amount not exceeding ₹ 725 Crores, in one or more tranches, by any or all of the below mentioned way:

- a. granting unsecured loan;
- b. giving guarantee and / or provide security in connection with a loan.

The Board of Directors at their meeting held on 21 April 2025 approved the proposal subject to the approval of the Members.

Except Mr. Anurag Choudhary, Mr. Amit Choudhary and their relatives, none of the Directors or Key Managerial Personnel and/or their relatives in any way, financially or otherwise, is interested or deemed to be interested in the proposed resolution.

The Board recommends passing of the Resolution as set out under Item No. 9 of the Notice for approval by the Members of the Company as a Special Resolution.

## Annexure - I

**In terms of the provisions of Schedule V read with Section 196 & 197 of the Act and subject to approval of the Members, the terms and conditions of reappointment and remuneration of aforesaid Managerial Personnel are as follows:**

<b>Name of Director</b>	<b>Mr. Shyam Sundar Choudhary (DIN: 00173732), Whole-Time Director</b>
<b>Period of appointment</b>	The appointment shall be made for a period of 3 (Three) years with effect from 01 April 2025 upto 31 March 2028 (both days inclusive)
<b>(i) Salary</b>	Not exceeding ₹ 350 Lakhs (Rupees three hundred fifty Lakhs only) per annum
<b>(ii) Performance linked remuneration</b>	Not exceeding 40% of salary, payable annually for each financial year, as may be determined by the Board

### (iii) Perquisites, allowances and benefits:

In addition to the remuneration as stated above, Mr Shyam Sundar Choudhary shall also be entitled the following:

**Perquisites** - In addition to the aforesaid Salary, Performance linked remuneration, the aforesaid Whole-Time Director(WTD) shall be entitled to perquisites like gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance. The aggregate monetary value of such perquisites shall not exceed 30% of the salary in any financial year, for the purposes of which perquisites shall be valued as per the provisions of the Income-tax Act, 1961 ('IT Act') and the Rules framed thereunder, wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost.

However, in addition to the above perquisites the aforesaid WTD are entitled to the following which shall not be included in the aforesaid perquisite limit:

- a. Rent free furnished accommodation owned / leased / rented by the Company, or housing allowance in lieu thereof, and reimbursement of

actual house maintenance expenses including repairing thereof.

- b. Contributions to Provident Fund and Superannuation Fund/NPS and contribution to Gratuity Fund as defined in the rules of the respective Funds, or up to such other limit as may be prescribed under the IT Act and the Rules thereunder for this purpose.
- c. Medical expenses for self and family in India or abroad/ Medical Insurance coverage premium incurred for self and his family.
- d. Use of chauffeur driven Company car and telecommunication facilities at residence (including payment for local calls and long-distance official calls).
- e. Encashment of unavailed leave as per the rules of the Company at the end of the tenure.
- f. Reimbursement of Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) and communication expenses at residence for Company's business

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purpose shall be reimbursed at actuals and not considered as perquisites.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

### **Minimum Remuneration:**

Where in any financial year(s) during the tenure of aforesaid WTD, the Company has no profits or its profits are inadequate, the Company shall pay to the aforesaid WTD in respect of such financial year(s) in which such inadequacy or loss arises or for a period of three years, (whichever is lower), the remuneration as set out above as minimum remuneration, in accordance with the provisions of Section 197 and/or Schedule V to the Act or under the provisions of SEBI Listing Regulations or under any other law for the time being in force, if any.

In terms of Regulation 17(6)(e) of SEBI Listing Regulations, approval of the members by way of

special resolution is required where the overall remuneration payable to an Executive Director exceeds ₹ 5 Crores or 2.50% of the net profit of the company (whichever is higher), where such director is promoter or member of promoter group. This approval shall also be deemed to be approval under Regulation 17(6)(e) of SEBI Listing Regulations. Net profits for the purpose of Regulation 17(6)(3) shall be calculated as per Section 198 of the Act.

### **Insurance:**

The Company has an appropriate Directors' and Officers' Liability Insurance Policy and pays the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such Policy in force from time to time.

The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, subject to of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the above Director Mr Shyam Sundar Choudhary, subject to such approvals as may be required.



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## Annexure - II

### STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE ACT WITH RESPECT TO ITEM NO. 7 OF THE NOTICE AND THE SEBI LISTING REGULATIONS, AS THE CASE MAY BE:

#### I. General Information

##### i. Nature of industry:

The Company is a global speciality chemical conglomerate with a strong focus on research and development (R&D), innovation and sustainability. As pioneer in the production of lithium-ion battery materials in India, it continuously develops and innovates raw materials of lithium-ion battery value chain. It's diverse product portfolio includes speciality carbon black, coal tar pitch, refined naphthalene, advance materials, SNF, Speciality oils, power, etc. catering to various industries such as lithium-ion batteries, paints, plastics, tires,

aluminium, graphite electrodes, agrochemicals, defence and construction chemicals.

##### ii. Date or expected date of commencement of commercial production:

The Company was incorporated in 1987 and has already commenced commercial production since long.

##### iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

#### iv. Financial performance based on given indicators:

For the Financial Year	2024-25	2023-24	2022-23
Revenues	4,59,580.34	418,489.03	417,184.13
Net Profit/ (Loss) before Tax	80,773.75	57,313.74	27,181.23
Net Profit/ (Loss) after Tax	55,807.05	41,099.54	20,780.85
Paid up Equity Share Capital	4,937.82	4,925.95	4,327.07
Earnings Per Share (₹)	11.31	9.17	4.94
Dividend %	60%	50%	25%

(₹ in Lakhs)

##### v. Foreign investments or collaborations if any:

During the financial year 2024-25, the Company has made investment in Australian startup Company, Sicona Battery Technologies Pty Ltd of ₹ 476.26 Lakhs.

#### II. Information about the Directors seeking appointment

Sl. No.	Particulars	Mr. Shyam Sundar Choudhary
1.	<b>Background details</b>	Mr. Shyam Sundar Choudhary is a Whole-time Director of the Company. He is a Promoter of the Company. He is a commerce graduate. An industrialist with experience of more than 50 years in the area of chemical business. Mr. Choudhary is a first-generation co-founder and currently part of the Board.
2.	<b>Past remuneration</b>	₹ 300 Lakhs annually plus perquisites as details in the explanatory statement to this Notice
3.	<b>Recognition or awards</b>	None
4.	<b>Job profile and his suitability</b>	Please see (1) above
5.	<b>Remuneration proposed</b>	₹ 350 Lakhs annually plus performance linked remuneration and perquisites
6.	<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	The remuneration proposed is reasonably in line with the remuneration in similar sized companies in the same segment of business.

# Notice (Contd.)

Sl. No.	Particulars	Mr. Shyam Sundar Choudhary
7.	<b>Pecuniary relationship directly or indirectly with the Company</b>	Apart from receiving remuneration as stated above, he does not have any other pecuniary relationship with the Company. He is the Promoter of the Company and holds 82,50,000 equity shares of the Company.
8.	<b>Relationship with other Directors &amp; KMP</b>	Mr. Anurag Choudhary, Chairman Cum Managing Director & CEO - Son Mr. Amit Choudhary, Whole-time Director - Son

### III. Other Information

#### i. Reasons of loss or inadequate profits:

The related information will be provided in the Board's Report prepared for the relevant year, if any, in which inadequate profit/loss arises.

#### ii. Steps taken during the year for improvement:

The related information will be provided in the Board's Report prepared for the relevant year, if any, in which inadequate profit/loss arises.

#### iii. Expected increase in productivity and profits in measurable terms:

The related information will be provided in the Board's Report prepared for the relevant year, if any, in which inadequate profit/loss arises.

### IV. Disclosures

The details required to be given under this head are disclosed in the Corporate Governance Report of the Company in the Annual Report for the financial year 2024-2025.



# Notice (Contd.)

## Annexure - III

### Disclosure pursuant to Regulation 36(3) of SEBI Listing Regulations and Clause 1.2.5 of SS-2 with respect to Directors seeking appointment / re-appointment at ensuing AGM

Name of Director	Mr. Shyam Sundar Choudhary	Mr. Amitabh Srivastava
DIN	00173732	09704968
Date of Birth / (Age)	14.10.1947 (77 years)	27.12.1963 (61 Years)
Date of first appointment on the Board	28.07.1987	21.04.2025
Qualifications	B. Com	M. A (Economics)
Shareholding in the Company as on the date of the Notice	82,50,000 equity shares	NIL
Experience (approx.)	50 years	37 years
Nature of Expertise and Brief Resume	Same as mentioned in Annexure - II above	An accomplished and experienced professional with over 37 years of service in the Steel Authority of India Ltd (SAIL), a Maharatna of the Government of India. Expertise in Materials Management, Procurement, Supply Chain Management, Digitalization, and Strategic Leadership. Adept at introducing cutting-edge models and techniques to streamline operations, increase transparency, and improve efficiency. A recognized leader with significant experience in both corporate governance and cross-functional leadership.
Terms and conditions re-appointment	Proposed to be re-appointed as Whole-time director for a further period of Three (3) years and is liable to retire by rotation.	Proposed to be appointed as an Independent Director for a period of five years not liable to retire by rotation.
Details of remuneration sought to be paid	As stated in Explanatory Statement for item no 7	Eligible to receive sitting Fees as per the terms and conditions for the appointment of the Independent Directors of the Company
Remuneration last drawn during financial year 2024-25 (₹ in Lakhs)	300.68	Not Applicable
Number of Board Meetings attended during the financial year 2024-25	5/7	Not Applicable
Relationship with other Directors & KMP	Same as mentioned in Annexure - II above	NIL

# Notice (Contd.)

<b>Name of Director</b>	<b>Mr. Shyam Sundar Choudhary</b>	<b>Mr. Amitabh Srivastava</b>
<b>Directorship in other Companies (excluding foreign companies)</b>	Sri Agro Himghar Limited, Birla Tyres Limited, Himadri Green Technologies Innovation Limited, Himadri Anoiion Limited, Himadri Clean Energy Limited, Himadri Future Material Technology Limited, Himadri Li Recycle Limited, Himadri Power Limited Liberty Projects Private Limited Ninestar Realty Private Limited Floret Developers Private Limited Canvas Realtors Private Limited Bluebell Infracon Private Limited Satadru Developers Private Limited Himadri E-Carbon Limited	None
<b>Names of listed entities in which the person also holds the directorship and Chairman/Member of the Committee of Board of other Companies (excluding foreign companies)</b>	None	None
<b>Listed entities from which the Director has resigned from directorship in last three (3) years</b>	None	None
<b>In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	Not Applicable	The Board has a defined list of core/skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Srivastava and concluded that Mr. Srivastava possesses the relevant skill and capabilities to discharge the role of Independent Directors.

**By Order of the Board**

Sd/-

**Monika Saraswat**  
Company Secretary &  
Compliance Officer  
ACS: 29322

Date: 21 April 2025  
Place: Kolkata