



Himadri

Himadri Speciality Chemical Ltd

CIN: L27106WB1987PLC042756

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

Corp. Office: 8, India Exchange Place, 2nd Floor, Kolkata- 700 001

E-mail: investors@himadri.com; Website: www.himadri.com; Ph: 033-22309953

Notice to the Members

NOTICE is hereby given that the 38th Annual General Meeting (“**AGM**”) of the Members of Himadri Speciality Chemical Ltd (“**Company**”) will be held on Thursday, 11 June 2026 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 2026.
2. To declare a final dividend of ₹ 0.80 (80%) per equity share of face value of ₹ 1 each for the financial year ended 31 March 2026.
3. To appoint a Director, in place of Mr. Anurag Choudhary (DIN: 00173934), 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 2027.**

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 (“the 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 2027, 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/or the Company Secretary of the Company 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 re-appoint Mr. Girish Paman Vanvari (DIN: 07376482) as an Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the 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) and upon recommendation of the Nomination & Remuneration Committee and approval of Board of Directors of the Company, Mr. Girish Paman Vanvari (DIN: 07376482), who was appointed as Non-Executive Independent Director of the Company at the Annual General Meeting held on 29 September 2021 for the first term, for a period of 5 (five) consecutive years with effect from 22 June 2021 and whose present term shall expire on 21 June 2026 and who has submitted the necessary declaration to the effect that he meets the

Notice (Contd.)

criteria for independence as prescribed in the Act and the 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 second term for the office of an Independent director, and being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years with effect from 22 June 2026 to 21 June 2031 (both days inclusive), on such terms and conditions as detailed in the explanatory statement annexed thereto;

RESOLVED FURTHER THAT Mr. Girish Paman Vanvari, 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 and all other applicable provisions, if any, of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) there of for the time being in force) and applicable provisions, if any, of the SEBI Listing regulations;

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/or the Company Secretary of the company 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 re-appoint Mr. Gopal Ajay Malpani (DIN: 02043728) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the 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) and upon recommendation of the Nomination & Remuneration Committee and

approval of Board of Directors of the Company, Mr. Gopal Ajay Malpani (DIN: 02043728), who was appointed as Non-Executive Independent Director of the Company at the Annual General Meeting held on 29 September 2021 for the first term, for a period of 5 (five) consecutive years with effect from 13 August 2021 and whose present term shall expire on 12 August 2026 and who has submitted the necessary declaration to the effect that he meets the criteria for independence as prescribed in the Act and the 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 second term for the office of an Independent director, and being eligible, be and is hereby re-appointed a Non-Executive Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years with effect from 13 August 2026 to 12 August 2031, (both days inclusive), on such terms and conditions as detailed in the explanatory statement annexed thereto;

RESOLVED FURTHER THAT Mr. Gopal Ajay Malpani, 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 and all other applicable provisions, if any, of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) there of for the time being in force) and applicable provisions, if any, of the SEBI Listing regulations;

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/or the Company Secretary of the Company 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: 23 April 2026**

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 and 6 of the Notice to be transacted at the 38th 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. 3/2025 dated September 22, 2025, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, September 25, 2023 and September 19, 2024, (collectively referred to as “MCA Circulars”), *inter-alia* allowed conducting of AGM through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) facilities, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020, which does not require physical presence of the Members, Directors, Auditors and other persons at common venue. 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 38th AGM of the Company is being conducted through VC / OAVM facility. The deemed venue for the 38th AGM shall be the Corporate Office of the Company situated at Ruby House, 8 India Exchange Place, 2nd 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 38th 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 38th AGM through VC/OAVM facility and e-Voting during the 38th AGM. The instructions and other information relating to e-Voting are given in the Notice under Note No 28. Once the vote is casted 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 38th 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 with a copy marked to monika@himadri.com and 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 SEBI Listing Regulations, the soft copy of Notice of the 38th AGM along with the soft copy of Annual Report of the Company for the financial year ended 31 March 2026 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar to an Issue 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 2026 is also available on the Company’s website www.himadri.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL

Notice (Contd.)

(agency for providing the remote e-Voting facility) at www.evoting.nsdl.com.

The Company will also be sending printed copies of the Annual Report 2025-26 to the shareholders on receipt of specific requests. Further the Company will also be sending a letter providing the web-link, including the exact path, where complete details of the Annual Report is available to those shareholder(s) who have not registered email addresses.

9. **Record Date:** Record Date will be **Friday, 22 May 2026** 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., 22 May 2026)** 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.

Dividend on equity shares as recommended by the Board for the year ended 31 March 2026, when declared at the AGM will be paid within 30 days from the date of declaration.

11. **Tax Deductible at Source:** Pursuant to the Income-tax Act, 2025, 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, 2025 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. 121 (Previously known as Form 15G/15H as per Income Tax Act, 1961) to avail the benefit of non-deduction of tax at source by email to skcdivit@gmail.com or investors@himadri.com. Shareholders are requested to note that incase 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 41 (Previously known as Form 10F as per Income Tax Act, 1961). Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit by sending an email to skcdivit@gmail.com or 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 the TDS rate for each category of shareholders and necessary format of declarations are also available at the website of the Company at www.himadri.com.

12. Updation of PAN and KYC details

Physical Holding:

SEBI vide its 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.

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

The said Form can also be downloaded from our website 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**

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 of the 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 to an issue and share transfer agent. In case of shares held in Demat form, such nomination is to be conveyed to the DPs 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

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 28, 2023), introduced the Online Dispute Resolution (ODR) Portal. After exercising and exhausting all the available options for resolution of the grievance, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform., if the Shareholder is still not satisfied with the outcome, they may initiate dispute resolution through the Online Dispute Resolution Portal ("ODR") at <https://smartodr.in/login>. The process for online resolution of disputes in the securities market has been provided by SEBI in its Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023. With the

said Circular, the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories by expanding their scope and by establishing a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. The aforesaid Circular issued by SEBI in this regard can be accessed on the website of the Company at www.himadri.com. 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

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 Circular dated January 30, 2026, RTAs/Companies are required to process shareholder service requests (including transmission, transposition, subdivision, consolidation, renewal, exchange, and name changes/deletions) and issue securities exclusively in dematerialised form, credited directly to the claimant's demat account, within 30 days of receipt of the request after resolving objections.

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

Notice (Contd.)

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 2019 and onwards is lying in separate banking accounts for the respective years. Members who have not claimed dividend for the year ended 31 March 2019 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 2019 declared at the AGM held on 25 September 2019, is also due to be transferred to IEPF Authority on 31 October 2026, 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 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 read with Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, 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, subdivision/ 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.
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, 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 38th 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 and on the website of the NSDL at 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.
22. A recorded transcript of the meeting shall be uploaded on the website of the Company 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 for inspection by the Members at the AGM, from the date of circulation of this Notice 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.

Notice (Contd.)



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, 2nd Floor, Kolkata-700001

Email id: 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 the AGM is given in the **Annexure- I** 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 38th AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting i.e. at 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 38th AGM has been uploaded on the website of the Company at 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 and 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.

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 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 38th AGM of the Company will be required to register themselves as a speaker by sending e-mail to the Company Secretary & Compliance Officer at himadriagm2026@himadri.com from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number, email id, mobile number. Members who have registered their name as speakers till 07 June 2026 will be eligible to speak at the AGM.

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

Notice (Contd.)

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 himadriagm2026@himadri.com till 07 June 2026 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 himadriagm2026@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 38th AGM of the Company.
 - a. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 38th 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 or call at: 022 - 4886 7000.
- 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.

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 07 June 2026 and ends at 5:00 p.m. (IST) on 10 June 2026**. 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. 04 June 2026**, 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. 04 June 2026**. 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. 04 June 2026**, may obtain the login ID and password by sending a request at 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.

Notice (Contd.)



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"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Notice (Contd.)

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

How to Login to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, 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.

Notice (Contd.)



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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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 form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- 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?

- 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.
 - 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".
 - Now you are ready for e-Voting as the Voting page opens.
 - 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.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- 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.
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

Notice (Contd.)

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 or, Company's RTA email id at 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 or, Company's Registrar to an issue and share transfer agent email id at 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 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.

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 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 or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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 6 of the accompanying Notice dated 23 April 2026.

Item No. 4

The Board at its meeting held on 23 April 2026 based 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 2026-27 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 2027.

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.

The Board recommends passing 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

Mr. Girish Paman Vanvari (DIN: 07376482), was appointed as a Non-Executive Independent Director of the Company at the Annual General Meeting held on 29 September 2021 for the first term of 5 (five) consecutive years with effect from 22 June 2021 and his present term shall expire on 21 June 2026 and he is eligible to be re-appointed as such for the second term of five years.

Mr. Vanvari is a distinguished Fellow of the Institute of Chartered Accountants of India with more than three decades of experience across taxation, corporate finance, M&A, valuations, corporate restructuring, and corporate governance. In the boardroom, he is known for bringing financial discipline and oversight, regulatory insight, practical business judgment, contributing across audit committee deliberations, risk management, capital allocation, RPT reviews, and governance frameworks.

The Company has also received a declaration to the effect that Mr. Vanvari 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 any order of Securities and Exchange Board of India or any other statutory authority. Further, he is not related to any of the Directors of the Company. He has given his consent to act as an Independent Director of the Company. The Company has received necessary declaration from Mr. Vanvari that he meets the criteria of independence as prescribed under Section 149(6) of the Act as well as prescribed in Regulation 16(1)(b) of the 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 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 five consecutive years with effect from 22 June 2026.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed re-appointment of Mr. Vanvari as Non-Executive Independent Director of the Company, not liable to retire by rotation, for the second consecutive term of 5 (five) consecutive years on the Board of your Company with effect from **22 June 2026 to 21 June 2031**, subject to the approval of the Members.

The Board considered that Mr. Vanvari is a person of integrity and has relevant skill, experience and expertise to be re-appointed as Independent Director of the Company, for the aforesaid term and his continued 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) 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 the appointment as an Independent Director.

Mr. Vanvari 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

Notice (Contd.)

time, and reimbursement of expenses for participating in the Board and other meetings.

A Copy of draft letter of appointment of Mr. Vanvari 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 until the date of the AGM.

Save and except, Mr. Vanvari, 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. 5 of this Notice for approval by the Members of the Company as a Special Resolution.

Brief Profile of Mr. Vanvari, 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-I** to the explanatory statement.

Item No. 6

Mr. Gopal Ajay Malpani (DIN: 02043728), was appointed as a Non-Executive Independent Director of the Company at the Annual General Meeting held on 29 September 2021 for the first term of 5 (five) consecutive years with effect from 13 August 2021 and his present term shall expire on 12 August 2026 and he is eligible to be re-appointed as such for the second term of five years.

Mr. Malpani is LLB, CA, B. Com, and M.B.L. from the National Law School of India University, Bangalore, with more than two decades of practice experience. He's an accomplished Advocate offering invaluable legal advisory services in corporate law, business setup, mergers and acquisitions, property law, and financial statement advisory. Mr. Malpani plays a pivotal role in guiding businesses through complex transactions, ensuring compliance and strategic decision-making.

The Company has also received a declaration to the effect that Mr. Malpani 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 any order of Securities and Exchange Board of India or any other statutory authority. Further, he is not related to any of the Directors of the Company. He has given his consent to act as an Independent Director of the Company. The Company has received necessary declaration from Mr. Malpani that he meets the criteria of independence as prescribed under Section 149(6) of the Act as well as prescribed in Regulation 16(1)(b) of the 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 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 five consecutive years with effect from 13 August 2026.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed re-appointment of Mr. Malpani as Non-Executive Independent Director of the Company, not liable to retire by rotation, for the second consecutive term of 5 (five) consecutive years on the Board of your Company with effect from **13 August 2026 to 12 August 2031**, subject to the approval of the Members.

The Board considered that Mr. Malpani is a person of integrity and has relevant skill, experience and expertise to be re-appointed as Independent Director of the Company, for the aforesaid term and his continued 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) 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 the appointment as an Independent Director.

Mr. Malpani 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. Malpani 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 until the date of the AGM.

Save and except, Mr. Malpani, 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. Malpani, 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-I** to the explanatory statement.

Notice (Contd.)



Annexure- I

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 the AGM

Name of Director	Mr. Anurag Choudhary	Mr. Girish Paman Vanvari	Mr. Gopal Ajay Malpani
DIN	00173934	07376482	02043728
Date of Birth / Age	03-08-1972 (53 years)	10-04-1972 (53 years)	25-08-1981 (44 Years)
Date of first appointment on the Board	14-08-2019	22-06-2021	13-08-2021
Qualifications	B. Com (Hons)	FCA, B.Com	LLB, CA, B.Com, M.B.L. (National Law School of India University, Bangalore)
Shareholding in the Company as on the date of the Notice	4,33,17,676	Nil	Nil
Experience (approx.)	34 years	32 years	20 years
Nature of Expertise and Brief resume.	<p>Mr. Anurag Choudhary, Chairman cum Managing Director & CEO and Promoter of the Company, is a visionary leader whose exceptional leadership has propelled the Company to global prominence. He is a commerce graduate. He has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors.</p> <p>He joined Himadri as part of Management in 1992 and was promoted to the post of CEO in 2006 and appointed as Managing Director & CEO w.e.f 14-08-2019. He has led Company's transformation from a coal tar pitch manufacturing Company to one of the world's most extensive value chains in the carbon segment. He started with a vision of creating the largest integrated speciality carbon complex in the world. Towards this end, the Group constantly forward integrated into value-added products creating value from every element of its key raw material – coal tar, thereby creating a one-of- its-kind specialty carbon complex globally. Under his administration, the Group has achieved leadership in its key products and expanded into new products like carbon black, lithium-ion battery material, construction chemicals etc. He believes in team building, which is the true asset of the Company.</p>	<p>Mr. Girish Paman Vanvari is a distinguished Fellow of the Institute of Chartered Accountants of India with more than three decades of experience across taxation, corporate finance, M&A, valuations, corporate restructuring, and corporate governance.</p> <p>In the boardroom, he is known for bringing financial discipline and oversight, regulatory insight, practical business judgment, contributing across audit committee deliberations, risk management, capital allocation, RPT reviews, and governance frameworks.</p>	<p>Mr. Gopal Ajay Malpani is LLB, CA., B. Com, and M.B.L. from the National Law School of India University, Bangalore, with more than two decades of practice experience.</p> <p>He's an accomplished Advocate offering invaluable legal advisory services in corporate law, business setup, mergers and acquisitions, property law, and financial statement advisory. Mr. Malpani plays a pivotal role in guiding businesses through complex transactions, ensuring compliance and strategic decision-making.</p>

Notice (Contd.)

Name of Director	Mr. Anurag Choudhary	Mr. Girish Paman Vanvari	Mr. Gopal Ajay Malpani
Terms and conditions of appointment or re-appointment	In terms of applicable provisions of the Act, Mr. Anurag Choudhary who was re-appointed as Chairman Cum Managing Director & CEO for a period of five years w.e.f 14 August 2024 at the AGM held on 20 June 2024, is liable to retire by rotation.	Proposed to be re-appointed as a Non-Executive Independent Director for the second term of 5 (five) consecutive years with effect from 22 June 2026 to 21 June 2031, not liable to retire by rotation.	Proposed to be re-appointed as a Non-Executive Independent Director for the second term of 5 (five) consecutive years with effect from 13 August 2026 to 12 August 2031, not liable to retire by rotation.
Details of remuneration sought to be paid (₹ in lakhs)	₹ 400 annually plus perquisites	No remuneration other than sitting fees for attending Board/Committee meetings is payable.	No remuneration other than sitting fees for attending Board/Committee meetings is payable.
Remuneration last drawn during financial year 2025-26 (₹ in lakhs)	₹ 438.50 including perquisites	Nil	Nil
Number of Board Meetings attended during the financial year 2025-26	9/9	9/9	8/9
Relationship with other Directors & KMP	Mr. Shyam Sundar Choudhary, Whole-Time Director – Father Mr. Amit Choudhary, Whole-time Director – Brother	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorship in other Companies (excluding foreign companies)	Himadri Credit & Finance Limited Birla Tyres Limited Himadri Green Technologies Innovation Limited Himadri Clean Energy Limited Himadri Future Material Technology Limited Himadri Agro Tech Specialities Limited Himadri Advance New Energy Material Limited Invati Creations Private Limited Himadri Rare Earth Pride Resources Limited AAT Techno Info Private Limited Next Generation Traders Private Limited Next Generation Condominiums Private Limited Perfect Hi-Rise Private Limited Peaklevel Infrastructure Private Limited Modern Hi-Rise Private Limited	Aurobindo Pharma Ltd Kolte-Patil Developers Ltd Suzlon Energy Ltd Rategain Travel Technologies Ltd Blue Jet Healthcare Limited Menon and Menon Limited CMR Green Technologies Limited Rungta Greentech Limited Garware Fulflex India Private Limited	Legal Talky Real Estates Private Limited Legal Talky India Private Limited Gori Estates and Advisors Private limited Madhur Investment Private Limited MPL Plastics Limited Gori Assets and Consultants Private Limited Legal Talky Global Private Limited Malpani Consultants Private Limited SRM Energy Limited

Notice (Contd.)



Name of Director	Mr. Anurag Choudhary	Mr. Girish Paman Vanvari	Mr. Gopal Ajay Malpani
Names of listed entities in which the person also holds the directorship and Chairman/Member of the Committee of Board of other Companies (including unlisted and excluding foreign companies)	<p>Directorship of the Board: Himadri Credit & Finance Ltd</p> <p>Membership of the Committees of the Board: Himadri Credit & Finance Ltd (Listed): Audit Committee, (Member), Stakeholders Relationship Committee (Member)</p> <p>Himadri Speciality Chemical Ltd (Listed): CSR Committee (Member) Risk Management Committee (Member) ESG Committee (Member) Share Transfer Committee (Member) Finance & Management Committee (Member) Strategy & Investment Committee (Member) Share Issue & Allotment Committee (Member)</p>	<p>Directorship of the Board: 1. Aurobindo Pharma Ltd; 2. Rategain Travel Technologies Ltd; 3. Kolte-Patil Developers Limited 4. Blue Jet Healthcare Limited 5. Suzlon Energy Limited</p> <p>Membership of the Committees of the Board: Aurobindo Pharma Ltd (Listed): Audit Committee (Chairman), Risk Management Committee (Chairman), Nomination & Remuneration Committee (Member), Stakeholders Committee (Member), CSR Committee (Member)</p> <p>Rategain Travel Technologies Limited (Listed): Audit Committee (Chairman), Nomination & Remuneration Committee (Chairman), Risk Management Committee (Chairman)</p> <p>Kolte-Patil Developers Ltd (Listed): Audit Committee (Member), Nomination & Remuneration Committee (Member), Stakeholder Relationship Committee (Member) Debenture Allotment Committee (Member) Corporate Social Responsibility Committee (Chairman), Risk Management Committee (Member)</p> <p>Himadri Speciality Chemical Ltd (Listed): Audit Committee (Chairman), Nomination & Remuneration Committee (Member).</p>	<p>Directorship of the Board: 1. MPL Plastics Limited 2. SRM Energy Limited</p> <p>Membership of the Committees of the Board: MPL Plastics Limited (Listed): Audit Committee (Member), Stakeholders Relationship Committee (Member), Nomination & Remuneration Committee (Member), Corporate Social Responsibility Committee (Member),</p> <p>SRM Energy Limited (Listed): Audit Committee (Chairman), Stakeholders Relationship Committee (Chairman), Nomination and remuneration Committee (Chairman),</p> <p>Himadri Speciality Chemical Ltd (Listed): Audit Committee (Member), Nomination & Remuneration Committee (Chairman).</p>

Notice (Contd.)

Name of Director	Mr. Anurag Choudhary	Mr. Girish Paman Vanvari	Mr. Gopal Ajay Malpani
		<p>Blue Jet Healthcare Ltd (Listed): Audit Committee (Chairman), Risk Management Committee (Member), Nomination & Remuneration Committee (Member)</p> <p>Menon and Menon Ltd: Audit Committee (Member), Nomination & Remuneration Committee (Member), CSR Committee (Member)</p> <p>CMR Green Technologies Limited: Audit Committee (Member), Nomination & Remuneration Committee (Member), IPO Committee (Member)</p>	
Listed entities from which the Director has resigned from directorship in last three (3) years	None	Tarsons Products Limited	None
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.	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. Vanvari and concluded that Mr. Vanvari possesses the relevant skill and capabilities to discharge the role of Independent Directors.	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. Malpani and concluded that Mr. Malpani 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

Place: Kolkata
Date: 23 April 2026