HERANBA GROUP

HERANBA

HERANBA INDUSTRIES LIMITED

Corporate Office : 2nd Floor, A- Wing, Fortune Avirahi, Jain Derasar Lane, Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 / 1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad, Gujarat - 396 195.

Website : www.heranba.co.in.
Tel no. : 022-50705050
Email : sales@heranba.com
CIN No : L24231GJ1992PLC017315

Date: September 03, 2026

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. **Scrip Code: 543266**	**National Stock Exchange of India Limited** Exchange Plaza, 5th Floor Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. **Symbol: HERANBA**

Sub: Notice of the 34th Annual General Meeting (AGM) of the Company.

Dear Sir/Madam,

Pursuant to Regulations 30 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 (“Listing Regulations”), we are submitting herewith the Notice of the 34th AGM of HERANBA INDUSTRIES LIMITED for the Financial Year 2025-26 which will be sent to the shareholders through electronic mode.

The 34th AGM will be held on Monday, September 28, 2026 at 04:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).

You are requested to kindly take the above information on record.

Thanking You.

Yours faithfully,

For Heranba Industries Limited

ABDUL LATIF

Digitally signed by ABDUL LATIF
Date: 2026.09.03 18:53:45 +05'30'

Abdul Latif
Company Secretary & Compliance Officer

Encl: as above

Notice

NOTICE is hereby given that the **34th (Thirty-Fourth)** Annual General Meeting of the members of Heranba Industries Limited **("Company")** will be held on **Monday September 28, 2026 at 04.00 p.m.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements (Standalone and Consolidated) along with Reports of Board and Auditors for the Financial Year ended in March 31, 2026:**

   To receive, consider and adopt the Audited Standalone and Consolidated financial statements, namely (i) the Audited Balance Sheet as at March 31, 2026, (ii) the Audited Profit and Loss Account for the financial year ended March 31, 2026, (iii) the Audited Cash Flow Statement for the financial year ended March 31, 2026, (iv) Statement of Changes in Equity as on March 31, 2026, (v) Notes annexed to, or forming part of, the documents referred to in (i) to (iv) above and the reports of the Board of Directors and the Auditors thereon.

2. **Appointment of a director in place of Mr. Sadashiv K Shetty (DIN: 00038681):**

   To appoint a director in place of **Mr. Sadashiv K Shetty (DIN: 00038681)**, Whole time director designated as Executive Chairman retired by rotation being eligible for the re-appointment, offers himself for re-appointment.

3. **Appointment of a director in place of Mr. Raghuram K Shetty (DIN: 00038703):**

   To appoint a director in place of **Mr. Raghuram K Shetty (DIN: 00038703)**, Managing Director retired by rotation being eligible for the re-appointment, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year 2026-27:**

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

   "RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon recommendation of the Audit Committee and as proposed by the Board of Directors, consent of the members of the company be and is hereby accorded to pay remuneration of **₹ 2,00,000/- (Rupees Two Lakhs Only) plus GST thereon and reimbursement** of out of pocket expenses at actual to **M/s. Tapan Gaitonde & Co., Cost Accountant, Mumbai (Firm Registration No. 104043)** who has been appointed by the Board as Cost Auditors of the Company for the financial year 2026-27;

   RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is/are hereby authorised to finalise, sign, settle and execute such documents/deeds/writings/papers/agreements as may be required and to take from time to time all decisions and such steps as may be necessary and to do all acts, deeds, matters and things as may in its absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regards in the best interest of the Company."

5. **Re-appointment of Ms. Reshma D Wadkar (DIN: 09394615) as a Non-Executive Independent Woman Director of the Company for a second term of five consecutive years:**

   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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of **Ms. Reshma D Wadkar (DIN: 09394615)** as a Non-Executive Independent Woman Director of the Company for a second term of five consecutive years commencing **from November 11, 2026 up to November 10, 2031**, not liable to retire by rotation;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **Re-appointment of Mr. Shriraj S. Shetty (DIN 06609014) as a whole time director designated as Executive Director of the Company:**

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in accordance with sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) read with Schedule V to the Act, as amended from time to time, and pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Shriraj S Shetty (DIN 06609014)** as a Whole Time Director designated as Executive Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of five (05) years with effect **from November 11, 2026 to November 10, 2031** on the terms and conditions including the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board
For **Heranba Industries Limited**

Mr. Abdul Latif
Company Secretary
ACS-17009

Date: August 22, 2026
Place: Mumbai

Registered Office:
PLOT NO. 1504/1505/1506/1,
GIDC, PHASE-III,
VAPI, VALSAD- 396195
GUJARAT

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India is annexed hereto.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulation (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 ("MCA Circulars") has allowed conducting of Annual General Meeting ("AGM") by companies through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facility in accordance with the requirements provided in of the MCA General Circular. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has allowed companies:

    (i) To send the annual reports to shareholders who have registered their email ID with the Company/Depositories only on email; and

    (ii) To hold Annual General Meeting ("AGM") through VC or OAVM without the physical presence of members at a common venue.

    Hence, in accordance with these Circulars, the 34th AGM of the Members of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the registered office of the Company. The detailed procedure for participating in the meeting through VC/ OAVM is given below herewith and available at the Company's website https://heranba.com/.

3. **Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

    However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.

4. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.

5. 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/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorisation shall be sent to the Scrutiniser by email through its registered email address to cs@gmj.co.in at least 48 hours before the commencement of AGM.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **September 28, 2026** on the website of the company at www.heranba.com. Members seeking to inspect such documents can send an email to compliance@heranba.com

7. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Directors seeking re-appointment and proposal for continuation of directorship of **Mr. Sadashiv K Shetty (DIN: 00038681) and Mr. Raghuram K Shetty (DIN: 00038703) Ms. Reshma D Wadekar (DIN:09394615) and Mr. Shriraj S Shetty (DIN:06609014)** forms part of this notice and is appended to the notice.

8. Members are requested to address all correspondence in connection with shares held by them, to the Company's Registrar & Transfer Agent ("RTA") at viz., Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Telephone No-022–62638200/222, Email id-investor@bigshareonline.com by quoting their Folio number

or their DPID and Client ID number, as the case may be.

9. Members are requested to do following, if not done yet:

   (i) Provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque, self-attested identity proof and address proof, for remittance of dividend through ECS/NEFT and prevent fraudulent encashment of dividend warrants.

   (ii) Dematerialise the shares held by them in physical form.

   (iii) Update Permanent Account Number (PAN) against folio/demat account as also for deletion of name of deceased holder, transmission/transposition of shares.

   (iv) Members holding shares in dematerialised form are requested to intimate/update all particulars of bank mandates, PAN, nominations, power of attorney, change of address, e-mail address, contact numbers etc. to their Depository Participants (DPs).

10. NRI Members are requested to inform the RTA immediately:

    (i) 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; and

    (ii) Change in their residential status and address in India on their return to India for permanent settlement.

11. In terms of Sections 124 of the Act, any dividend remaining unpaid for a period of seven years from the due date of payment and underlying shares thereon are required to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders can visit the Company's website https://heranba.com/ to get the details of unclaimed dividend under the Investors' section and claim the same timely to avoid transfer of the same and underlying shares thereon to IEPF account- if any.

12. Pursuant to provisions of section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the underlying shares on which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to IEPF authority as notified by the Ministry of Corporate Affairs.

13. To support the green initiative and as per relaxation given by the Government, only electronic copy of the Annual report for the year ended March 31, 2026 and notice of the 34th AGM are being sent to the members whose mail IDs are available with your Company/DP(s). Physical copy of the report is not sent to anyone. Annual Report and the notice of the 34th Annual General Meeting are also posted on the website https://heranba.com/ for download. 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. The AGM Notice is also disseminated on the website of Bigshare Services Pvt. Ltd. (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e.www.bigshareonline.com. However, in terms of Regulation 36 (1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the hard copy of full annual report will be sent to those shareholders who request for the same. Members seeking for hard copy of an annual report can send an email to the company at compliance@heranba.com.

14. To disseminate all the communications promptly, members who have not registered their email IDs so far, are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically: (i) Registration of email ID for shareholders holding physical shares: Members holding Equity Shares of the Company in physical form and who have not registered their email addresses may get their email addresses registered with RTA, Bigshare Services Private Limited, by clicking the link: https://www.bigshareonline.com/InvestorRegistration.aspx on their website https://www.bigshareonline.com/Index.aspx at the Investor Services tab by choosing the email/bank registration heading and follow the registration process as guided therein. Members are requested to provide details such as Name, folio number, certificate number, PAN, mobile number and email ID and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). On submission of the shareholders details a OTP will be received by the shareholder which needs to be entered in the link for verification. (ii) For temporary registration for Demat shareholders: Members of the Company holding Equity Shares of the Company in demat form and who have not registered their email addresses may temporarily get their email addresses registered with Bigshare Services Private Limited, by clicking the link: https://www.bigshareonline.com/InvestorRegistration.aspx on their website www.bigshareonline.com at the Investor Services tab by choosing the email registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID/Client ID, PAN, mobile number and email ID. This email ID will be used for sending annual report, notices for general meetings and other corporate communications as permitted.

15. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.

16. The Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Pvt. Ltd. for facilitating voting through electronic means, as the authorised e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Pvt. Ltd.

17. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the 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.

18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

19. As the Board has not recommended for Final Dividend for this Financial Year 2025-26 hence the Record Date was not fixed. But the Registrar of Members and Share Transfer Books of the Company will remain closed **from September 22, 2026 to September 28, 2026** (both days inclusive) for the purpose of 34th Annual General Meeting of the Company.

20. The Company has fixed **September 21, 2026** as the Cut-off date for the purpose of Remote E-voting for ascertaining the name of the Shareholders holding shares both in physical form or dematerialization form who will be entitled to cast their votes electronically in respect of the business to be transacted at the 34th AGM of the Company.

21. Instructions for Shareholders for Remote e-voting and for Shareholders joining the AGM through VC/OAVM & e-voting during Meeting are given as **Annexure-I**.

22. M/s. **GMJ & Associates**, a firm of Company Secretaries in Practice bearing Peer Review No-: 6140/2024 has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.

23. The Scrutiniser will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than two working days from the conclusion of the AGM. The result declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges, and RTA and will also be displayed on your Company's website, https://heranba.com/

By order of the Board
For **Heranba Industries Limited**

Date: August 22, 2026
Place: Mumbai

Mr. Abdul Latif
Company Secretary
ACS-17009

Registered Office:
PLOT NO. 1504/1505/1506/1,
GIDC, PHASE-III,
VAPI, VALSAD- 396195
GUJARAT

Bigshare I-Vote E-Voting System

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on September 24, 2026 at 09:00am and ends on September 27, 2026 at 05:00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below: (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 (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 name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Type of shareholders	Login Method
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 22 55 33.
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- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"LOGIN"** button under the **'INVESTOR LOGIN'** section to Login on E-Voting Platform.
- Please enter you **'USER ID'** (User id description is given below) and **'PASSWORD'** which is shared separately on you register email id.
  - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - o Shareholders holding shares in N**SDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password?**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset'**.

  (In case a shareholder is having valid email address, Password will be sent to his/her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id"**.

  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET**.

  (In case a custodian is having valid email address, Password will be sent to his/her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.
  - o Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
  - o Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD".**

    Note: The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)
  - o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. **Procedure for joining the AGM/EGM through VC/OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of **"VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:

- The Members can join the AGM/EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 OF COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Annexed to the Notice convening the **34th (Thirty Fourth)** Annual General Meeting.

Item No. 04:

Ratification Of The Remuneration Payable To The Cost Auditors Of The Company For The Financial Year 2026-27.

As per Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall, based on the recommendation of the Audit Committee appoint a cost accountant in practice, for auditing cost records of your Company and fix their remuneration.

The remuneration of Cost Auditors approved by the Board shall be subject to ratification by the shareholders.

In pursuance thereof, on the recommendation of Audit Committee, the Board has at its meeting held on **May 28, 2026** considered and approved appointment of **M/s. Tapan Gaitonde & Co., Cost Accountant, Mumbai (Firm Registration No. 104043)**, for cost audit of the cost records maintained by the Company for the Financial Year 2026-27, at a fees of ₹ **2,00,000/- (Rupees Two lakhs Only)** plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses, subject to ratification by the members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 04.

The Board recommends the Ordinary Resolution at Item No. 04 of the accompanying Notice for approval of the Members of the Company.

ITEM NO. 5

Re-Appointment Of Ms. Reshma D Wadkar (DIN: 09394615) As A Non-Executive Independent Woman Director Of The Company For A Second Term Of Five Consecutive Years

Ms. Reshma D. Wadkar (DIN: 09394615), was appointed by the Board, based on the recommendation of the Nomination & Remuneration Committee ('the Committee'), as an Additional Director with effect from November 11, 2021 to hold the office of Non-Executive Independent Woman Director of the Company for a term of five years with effect from November 11, 2021.

Thereafter, the Members of the Company at their Annual General Meeting held on July 27, 2022 approved her appointment as a Non-Executive Independent Woman Director for a term of five consecutive years commencing from November 11, 2021. Accordingly, her first term shall conclude on November 10, 2026.

Pursuant to Section 149(10) and Section 149 (11) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for a second term on passing of a Special Resolution by the Members of the Company and upon disclosure of such appointment in the Board's Report.

The Company has received from Ms. Reshma D Wadkar:

- Consent in Form DIR-2 to act as a Director of the Company;
- Declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and the applicable provisions of the SEBI Listing Regulations;
- Confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Based on the performance evaluation of Ms. Reshma D Wadkar during her first term and considering her knowledge, expertise, experience and valuable contribution to the deliberations of the Board and its Committees, the Board of Directors and the Nomination and Remuneration Committee are of the opinion that her continued association would be beneficial to the Company. Accordingly, they have recommended her re-appointment as a Non-Executive Independent Woman Director for a second term of five consecutive years from **November 11, 2026 to November 10, 2031**.

In the opinion of the Board, Ms. Reshma D Wadkar fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations for her re-appointment as an Independent Director and is independent of the management of the Company.

The aforesaid appointment of Ms. Reshma is subject to approval of the members of the Company by way of Special Resolution at this AGM.

Additional Disclosure pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 is given below:

Name of Director	Ms. Reshma D. Wadkar
Date of Birth	07/03/1981
DIN No.	09394615
Date of Appointment	First Term: 11 November 2021; Proposed Second Term: 11 November 2026
Qualifications:	B.Com
Experience in functional area	More than 20 years in the field of Accounts, Finance and Taxation.
No. of equity shares held in your Company	NIL
No. of Board meetings attended during F.Y. 2025-26	6 (100%)
Relationship with other Directors and Key Managerial Personnel :	Ms. Reshma D Wadkar is not related to any Promoters and/or Directors and/or KMP of the Company.
Terms and conditions of Re-appointment	Re-appointment for a second term of 5 years commencing from 11 November 2026; not liable to retire by rotation
Other Directorships in Companies :	Mizzen Ventures Limited A B Infrabuild Ltd
Details of remuneration paid	No remuneration except sitting fees was paid to Ms. Reshma D Wadkar
Membership/Chairmanship of Committees in Listed Entities .	Ms. Reshma is Member of Audit Committee of Heranba Industries Limited She is also Chairperson of Audit Committee of Mizzen Ventures Ltd. She is also member of Stakeholders Relationship Committee and Nomination and Remuneration committee of Mizzen Ventures Ltd

* For additional details on skills, expertise, knowledge and competencies of Directors, please refer to Corporate Governance Report forming part of the Annual Report.

Except Ms. Reshma, being appointee, None of the Directors, Key Managerial Personnel of the Company or her relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members.

ITEM NO-6

Re-Appointment Of Mr. Shriraj S Shetty (Din 06609014) As A Whole Time Director Designated As Executive Director Of The Company

Mr. Shriraj S. Shetty (DIN 06609014) is associated with Company since 2014 and part of the promoter group of the Company. He was appointed by the Board, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), as an Additional Director with effect from November 11, 2021. The Board had further appointed **Mr. Shriraj S Shetty (DIN 06609014) ("Shriraj")** as a Whole Time Director to be designated as the Executive Director for a period of five years from November 11, 2021. The aforesaid appointment including as a Executive Director for Five Years was approved by the members of the Company at their Annual General Meeting held on July 27, 2022. Accordingly, the tenure of Mr. Shriraj as Executive Director will conclude on November 10, 2026.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure, the Board of Directors of the Company at its meeting held on August 22, 2026, has re-appointed Mr. Shriraj as a Whole Time Director designated as Executive Director for a period of 5 years w.e.f. November 11, 2026 till November 10, 2031, subject to approval of the members of the Company.

The aforesaid re-appointment of Mr. Shriraj as Executive Director is subject to approval of the members of the Company by way of Special Resolution at this AGM.

Mr. Shriraj looks after Operations, Risk Management & Governance, Technical process improvement, Process implementation, Technical innovation, Team management, production improvements, Conflict resolution, Product Quality and Safety Function, Procurement, Sales & Marketing etc. He has more than 13 years of experience in Agro Chemicals. He is M.Tech in Chemical Engineering and Bachelors in Chemical Engineering. It would be in the interest of the Company to continue the employment of Mr. Shriraj as Whole Time Director designated as Executive Director of the Company.

Brief profile of **Mr. Shriraj** as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard are given below:

Name of Director	Shriraj S. Shetty
Date of Birth	May 01, 1989
DIN No.	06609014
Date of Appointment	November 11, 2021 Proposed Re-Appointment –November 11, 2026
Qualifications:	M.Tech in Chemical Engineering Bachelors in Chemical Engineering
Experience in years	More than 13(Thirteen) Years in the field of Agro Chemicals*
No. of equity shares held in your Company	842500
No. of Board meetings attended during F.Y. 2025-26	5 (100%)
Relationship with other Directors and Key Managerial Personnel :	Son of Mr.Sadashiv K Shetty, Chairman
Terms and conditions of appointment	5 (Five) Years w.e.f November 11, 2021 Liable to retire by rotation
Other Directorships in Companies :	1. Heranba Crop Care Limited 2. Chemino Pharma Limited 3. Heranba Organics Pvt Ltd
Details of remuneration paid	₹ 0.34 Cr
Membership/Chairmanship of Committees in Listed Entities .	Nil

*For additional details on skills, expertise, knowledge and competencies of Directors, please refer to Corporate Governance Report forming part of the Annual Report.

Remuneration Structure And Its Terms And Conditions

1. The following are the Remuneration Structure payable to Mr. Shriraj with effect from November 11, 2026:

Particulars	Amount (per month)	Amount (P.A.)
Basic	150,000	1,800,000
House Rent Allowance	50,000	600,000
Education Allowance	1,250	15,000
Washing Allowance	1,250	15,000
Driver Remuneration Reimbursement	22,500	270,000
Fuel Allowance Reimbursement	17,750	213,000
Telephone & Internet Reimbursement	2,500	30,000
Special Allowance	4,750	57,000
Total Monthly	250,000	3,000,000
+PF contribution from employer	1,800	21,600
+Bonus	20,833	249,996
Total CTC	**272,633**	**3,271,596**

2. The Board of Directors shall have the authority to restructure the components of the remuneration package from time to time, based on professional tax and legal advice, for the purpose of achieving tax efficiency and administrative convenience, provided that the overall remuneration payable to Mr. Shriraj shall remain within the limits approved by the Members and permissible under applicable law.

3. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, shall have authority to revise, enhance or increase the remuneration payable to Mr. Shriraj by up to 15% per annum, effective from 1 April of the relevant financial year, based on his performance, the performance of the Company and the remuneration policy of the Company, subject to the applicable provisions of the Companies Act, 2013 and Schedule V thereto.

4. **Mr. Shriraj** shall, along with the other employees of the Company, be entitled to the Bonus as per the Policy of the Company and will be in addition to the aforesaid Remuneration.

5. Increment in Remuneration, perquisites and allowances and remuneration by way of incentive/bonus/performance linked incentive, payable to **Mr. Shriraj** may be determined by the Board and/or the Nomination & Remuneration Committee of the Board.

6. Employees' stock options if granted to **Mr. Shriraj** any time, shall be in addition to the aforesaid remuneration.

7. Expenses incurred for travelling, board and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and/or borne by the Company at actuals and will be in addition to the aforesaid Remuneration.

8. The overall remuneration payable every year to **Mr. Shriraj** by way of Remuneration, perquisites and allowances, incentive/bonus/performance linked incentive, remuneration based on net profits, etc., as the case may be, shall be in accordance with the provision of the Section 197 of the Companies Act read with Schedule V of the Act.

9. All payments to be made or to be credited to **Mr. Shriraj** shall be subject to such deduction and withholdings of tax or otherwise as the Company may be mandated or required to do so whether by any applicable laws, regulations or guidelines or pursuant to any contract to such effect.

10. **Mr. Shriraj** shall be entitled to participate, along with the other employees of the Company, in any of the employee benefit and compensation plans, whether statutory or otherwise, as may be generally available to employees of the Company including car, leave travel allowance, gratuity, medical and health insurance plans etc.

11. All other terms and conditions are mentioned in the Agreement entered into with **Mr. Shriraj**. Draft of which are available on the website of the Company.

12. **Minimum remuneration:** Since the approval of the Members for the re-appointment and remuneration of Mr. Shriraj S. Shetty is being sought by way of a Special Resolution, hence in the event of absence or inadequacy of profits in any financial year during the currency of his tenure, Mr. Shriraj shall be entitled to receive the aforesaid remuneration, perquisites, allowances, benefits and amenities as set out herein as minimum remuneration, notwithstanding that the Company incur a loss or has inadequate profits in such financial year or the aforesaid remuneration exceed the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force read with Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015

13. Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws/Rules.

If at any time **Mr. Shriraj** ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be Executive Director and his Agreement with the Company shall stand terminated forthwith.

The above may be treated as a written memorandum setting out the terms & conditions of re-appointment of **Mr. Shriraj** under Section 190 of the Act.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act and SEBI (LODR) Regulations, 2015, the terms of remuneration specified above are now being placed before the Members for their approval.

Except, Mr. Shriraj K Shetty and Mr. Sadashiv K Shetty, being father of Mr. Shriraj S Shetty, none of the other Directors, Key Managerial Personnel or the relatives of Directors and Key Managerial Persons are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of the Notice.

The Board of Directors recommends the resolution in relation to the re-appointment of Mr. Shriraj as Executive Director of the Company as set out in Item No. 6 for approval of the Members by way of a Special Resolution.

By order of the Board
For **Heranba Industries Limited**

Mr. Abdul Latif
Company Secretary
ACS-17009

Date: August 22, 2026
Place: Mumbai

Registered Office:
PLOT NO. 1504/1505/1506/1,
GIDC, PHASE-III,
VAPI, VALSAD- 396195
GUJARAT

Annexure to the Notice

Details of the Director seeking appointment/re-appointment at this Annual General Meeting (pursuant to Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings).

Name of Director	Sadashiv K. Shetty	Raghuram K. Shetty
Date of Birth	June 13, 1954	March 25, 1959
DIN No.	00038681	00038703
Date of Appointment	Appointed as Whole Time Directors designated as Executive Chairman for 5 years w.e.f. November 01, 2018 Reappointed as Whole Time Directors designated as Executive Chairman for 5 years w.e.f. November 01, 2023	Appointed as Managing Director for 5 years w.e.f. November 01, 2018 Reappointed as Managing Director for 5 years w.e.f. November 01, 2023
Qualifications:	Bachelor's (physics and chemistry) and Master's (chemistry) degree in science from University of Mysore.	Bachelors' degree in Economics from the University of Mysore. A government commercial diploma from the Department of Education, Bureau of Government Examinations, Maharashtra. A diploma in export and import management from the India International Trade Centre, Mumbai.
Experience in years	More than three (3) decades in agrochemicals industry	More than three (3) decades in agrochemicals industry
No. of equity shares held in your Company	7201796	11911446
No. of Board meetings attended during F.Y. 2025-26	5 (100%)	5 (100%)
Relationship with other Directors and Key Managerial Personnel:	1. Brother of Mr. Raghuram K Shetty (Managing Director) 2. Father of Mr.Shriraj S Shetty (Whole time Director)	1. Brother of Mr. Sadashiv K Shetty (Chairman) 2. Father of Mr.Raunak R Shetty (Whole time Director) 3. Father of Mr. Roshan R Shetty (Whole time Director)
Terms and conditions of appointment	5 Years as Executive Chairman w.e.f. November 01, 2023 Liable to retire by rotation	5 Years as Managing Director w.e.f. November 01, 2023 Liable to retire by rotation
Other Directorships in Companies:	1. Heranba Crop Care Limited 2. Chemino Pharma Limited 3. Mikusu India Pvt Ltd 4. Heranba Organics Pvt Ltd 5. Daikaffil Chemicals India Ltd	1. SAMS India Pvt Ltd 2. Mikusu India Pvt Ltd 3. Heranba Organics Pvt Ltd 4. Crop Care Federation of India 5. Daikaffil Chemicals India Ltd
Details of remuneration paid	₹ 1.56 Cr	₹ 3.50 Cr* *Remuneration includes commission. The commission is paid as per the Companies Act, 2013

*For additional details on skills, expertise, knowledge and competencies of Directors, please refer to Corporate Governance Report forming part of the Annual Report.