

Date: 29th August, 2025

The Secretary,
National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block 'G',
Bandra-Kurla Complex, Bandra (E),
Mumbai — 400 051

Ref: Symbol - HINDCON

Dear Sir/Madam,

Sub: Notice of Annual General Meeting to be held on Tuesday, 23rd September, 2025

Pursuant to Regulation 30 read with Part-A of Schedule-III of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of Annual General Meeting of the Company scheduled to be held on Tuesday, 23rd September, 2025.

Kindly take the same on your records and oblige.

Thanking You

Yours faithfully,

For Hindcon Chemicals Limited

Ankita Banerjee
Company Secretary & Compliance Officer

HINDCON CHEMICALS LIMITED

CIN: L24117WB1998PLC087800

Regd. Off. : 62B, Braunfeld Row, 1st Floor, Kolkata - 700027

Phone No.: 033-24490839. Fax No.: 033-24490849

Website: www.hindcon.com, e-mail: contactus@hindcon.com

Notice

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **M/s. HINDCON CHEMICALS LIMITED** will be held at on **Tuesday, the 23rd September, 2025 at 11:45 A.M. via Video Conferencing (VC) / Other Audio Video Means (OAVM)** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statement of the Company including Audited Balance Sheet as at **31st March, 2025**, Audited Statement of Profit and Loss and the Cash Flow Statement for the year ended as on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of **Mr. Ramsanatan Banerjee (DIN: 05191594)**, retiring by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MR. SANJAY GOENKA (DIN: 00848190) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and/or any other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the approval of the members be and is hereby accorded for the re-appointment of **Mr. Sanjay Goenka (DIN: 00848190)**, as Chairman & Managing Director (designated as Key Managerial Personnel) of the Company for a period of 5 (five) years with effect from 1st April, 2026, on such terms and conditions including remuneration, as set out in the statement annexed to the Notice convening this meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Goenka, subject to the same not exceeding the limits specified under

Sections 196 and 197 read with Schedule V (Section II of Part I) of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **APPOINTMENT OF SECRETARIAL AUDITORS TO CONDUCT SECRETARIAL AUDIT OF THE COMPANY**

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

"RESOLVED THAT pursuant to provisions of section 204 of the Companies Act 2013, read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, Mr. Santosh Kumar Tibrewalla, (COP: 3982), Practicing Company Secretary (peer reviewed), be and is hereby appointed as the Secretarial Auditor of the Company for a period of 5 (five) Consecutive years w.e.f commencing from the conclusion of this 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting to be held for the financial year 2029-30, to conduct the secretarial audit and issue a Secretarial Audit Report in the prescribed form, on such terms and conditions, including remuneration, as may be mutually agreed by the Secretarial Auditor and the Board of Directors.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps and actions including to revise/alter/modify/ amend the terms and conditions and/or remuneration from time to time as may be mutually agreed with the Auditors, during the tenure of their appointment."

By Order of the Board of Directors
For **Hindcon Chemicals Limited**

Registered office:

62B, Braunfeld Row,
Kolkata – 700 027
Date: 08.08.2025

sd/-

Ankita Banerjee
Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (listing obligations and disclosure requirements) Regulations, 2015:

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act") and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, sets out all material facts relating to the business mentioned at Item Nos. 3 & 4 of the accompanying Notice dated 8th August, 2025:

Item No. 3

The present terms of appointment of **Mr. Sanjay Goenka (DIN: 00848190)** as Chairman & Managing Director would expire on March 31, 2026. The Nomination & Remuneration Committee at its meeting held on 20th May, 2025 had recommended for his re-appointment for a further period of 5 (five) years with effect from April 1, 2026 and the same was also approved by the Board of Directors in its meeting held on 8th August, 2025 subject to the approval of members in the ensuing Annual General Meeting of the Company. The remuneration, perquisites payable to Mr. Goenka and other terms & conditions as recommended by the Nomination and Remuneration Committee, subject to provisions of section 197 and Schedule V of the Companies Act, 2013 are as follows :-

1. **Salary:** ₹8,00,000/- per month and such increment as may be decided by the Board from time to time and subject to the permissible limit as provided in Schedule - V of the Companies Act, 2013.
2. **Performance Bonus:** As may be decided by the Board from time to time.
3. **Perquisites:** The Chairman & Managing Director, in addition to Salary and Performance Bonus, if any, shall be entitled to the following perquisites :
 - a. **Medical Reimbursement:** Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of five years.
 - b. **Leave Travel Concession:** For self and his family, once in a year, incurred in accordance with the rules of the Company.
 - c. **Clubs Fees:** Fees of Clubs subject to a maximum of three clubs. This will not include admission and life membership fees.
 - d. **Personal Accident Insurance:** Premium not to exceed ₹50,000/- per annum.
 - e. **Gas, Electricity and Water:** Expenses incurred on gas, electricity and water at the Residence will be reimbursed by the Company.

f. **Provident Fund / Superannuation Fund / Gratuity:**

- i) Contribution to provident fund, super-annuation fund or annuity fund in accordance with the rules of the Company, so that these either singly or put together are not taxable under the IT Act, 1961.
- ii) Gratuity payable shall not exceed half of a month's salary for each completed year of service.

g. **Car & Telephone:** Car with Driver for use of Company's business and telephone at residence will be provided. They will, however, not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Chairman & Mg. Director.

h. **Other Benefits:**

- (i) Leave: On full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.
- (ii) The Chairman & Mg. Director shall be entitled to reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- (iii) The Chairman & Mg. Director shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Chairman & Mg. Director.

4. **Other Terms**

- (i) The Chairman & Managing Director, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors of any Committee thereof.
- (ii) The Chairman & Managing Director shall not, so long as he functions as such, be subject to retirement by rotation.
- (iii) Either party may terminate the agreement by giving 3 (Three) month notice to other party in writing or remuneration in lieu thereof without showing any reason.

- (iv) In the absence of or inadequacy of profit of the Company in any financial year, he shall be entitled to receive last remuneration as paid shall be minimum remuneration or such higher remuneration as is permissible under Section 197 read with Schedule V of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approved by the Board.

Mr. Goenka holds 95,56,878 equity shares of the Company in his own name.

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate, the maximum quantum of remuneration as permissible can be paid to such managerial personnel with due approval of the members by means of special resolution. Accordingly, this resolution is proposed to be passed as a Special Resolution.

A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Sanjay Goenka as Chairman & Managing Director of the Company is annexed hereto which forms part of this explanatory statement. Mr. Goenka is responsible for overall management of whole of the operation and other functions of the Company. The Board felt that his association with the Company for managing the affairs of the Company would definitely contribute to the performance of the Company and accordingly proposed for his re-appointment.

Except Mr. Sanjay Goenka, Mrs. Nilima Goenka and Mr. Vansh Goenka, none of the other Directors or any key managerial personnel or their relatives is in anyway, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the letter of appointment issued to Mr. Sanjay Goenka, Chairman & Managing Director is open for inspection at the Registered office of the Company during business hours till the conclusion of the ensuing Annual General Meeting.

However, regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, deemed to be

complied since the approval as required is being obtained from the Shareholders within the prescribed time.

The Board recommends the resolution as set forth in Item no.3 for the approval of the members of the Company.

Item No. 4

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A(1A) & (1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 w.e.f 1st April, 2025 every listed entity is required to appoint an individual or a firm as the Secretarial Auditors of the Company, who shall be a peer reviewed Practising Company Secretary and who has not incurred any disqualifications for appointment or continuation as Secretarial Auditors of the listed entity.

In compliance with the aforesaid provisions, the Board of Directors on recommendation of Audit Committee, in their respective meeting(s) held on 20th May, 2025 has appointed Mr. Santosh Kumar Tibrewalla, a Peer-Reviewed Practising Company Secretary (COP: 3982), as the Secretarial Auditor of the Company for a consecutive period of 5 (five) years. He shall conduct Secretarial Audit from FY 2025-26 and shall hold the office Secretarial Auditors until the conclusion of the 32nd Annual General Meeting of the Company to be held for the FY 2029-30.

Brief Profile of Mr. Santosh Kumar Tibrewalla:

Mr. Tibrewalla possess post qualification rich experience of 35 years in Secretarial matters. He is in practice since 2001 and enriched with experience in Company Law, SEBI, SAST, ICDR, IBC and other related laws and financial / taxation terminology. He provides advisory service to his clients having listed and unlisted Companies/LLPs, in IPOs / FPOs, Direct Listing, debt listing with BSE/NSE, Mergers / Demergers, takeovers, etc. He also represents his clients in RD office, NCLT and SAT. Being peer reviewed, he also conducts due diligence and Secretarial Audit for his cliental Companies.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out in Item No. 4 of the accompanying Notice.

Annexure to Notice of AGM

A. Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Statement as per Schedule V (third proviso of Section II of Part II) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Sl. No.	Name of the Directors	Mr. Ramsanatan Banerjee	Mr. Sanjay Goenka
1.	DIN	05191594	00848190
2.	Date of Birth and Age	2 nd October, 1956 68 Years	24 th May, 1965; 60 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	4 th February, 2012	15 th December, 1999
5.	Remuneration last drawn / Past Remuneration	10.60 lakhs	87.00 lakhs
6.	No. of shares held in the Company	Nil	95,56,878
7.	Qualification & Expertise in specific functional area / Background details /Job profile and his suitability	Bachelor of Commerce from University of Burdwan and expertise in purchase, production, marketing, finance and accounts.	Bachelor of Commerce from Xavier's College of Calcutta. He has over 28 years of experience in the business of sodium silicates, construction chemicals and cement additives
8.	Recognitions / Awards	NIL	He has been awarded with "National Award – 2010" in the year 2011 from Ministry of Micro, Small & Medium Enterprises for Outstanding Entrepreneurship
9.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as an Executive Director of the Company	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as Chairman & Managing Director of the Company
10.	Pecuniary relationship directly or indirectly with the Company	No pecuniary relationship with the Company except Managerial Remuneration.	Mr. Goenka has no other pecuniary relationship with the Company except his managerial remuneration.
11.	No. of Board Meetings Attended	7 (Seven)	7 (Seven)
12.	List of other listed Companies in which Directorships held as on 31 st March, 2025	NIL	NIL
13.	List of other Companies in which Directorships held as on 31 st March, 2025	NIL	1. M/s. Vision Speed Works Private Limited 2. M/s. Bengal Silicates & Chemicals Private Limited 3. M/s. Hindusthan Club Ltd. 4. M/s. Federation of Small & Medium Industries West Bengal 5. M/s. Hindcon Solutions Private Limited
14.	Chairman/ Member of the Committee of the Board of other Companies in which he/she is a Director as on 31 st March, 2025	NIL	NIL

Sl. No.	Name of the Directors	Mr. Ramsanatan Banerjee	Mr. Sanjay Goenka
15.	Listed entities from which the Director has resigned in the past three years	NIL	NIL
16.	Disclosure of relationship between Directors inter-se/Managerial Personnel	NIL	Mr. Goenka is spouse of Mrs. Nilima Goenka Mr. Vansh Goenka, President - Son

B. Statement as per Schedule V (third proviso of Section II of Part II) of the Companies Act, 2013 in respect of remuneration payable by the Company having no profits or inadequate profits

I. General Information:

- 1) Nature of industry: Manufacturing of construction Chemical Products.
- 2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 1998.
- 3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- 4) Financial performance based on given indicators:

(₹ in Lakhs)

	31.03.2025	31.03.2024	31.03.2023
Turnover (Gross):	5658.68	6167.01	8165.00
Net Profit/(Loss) :	396.10	638.40	430.96

- 5) Foreign investments or collaborations, if any: No investment is made by the Company during financial year 2024-25.

II. Information about the appointee:

Name of the appointee	Ramsanatan Banerjee	Sanjay Goenka
Background details	Mr. Ramsanatan Banerjee is a Commerce Graduate and is of 68 years of age	Bachelor of Commerce from Xavier's College of Calcutta. He has over 28 years of experience in the business of sodium silicate, construction chemicals and cement additives.
Past remuneration (₹ In Lakhs)	10.60 Lakhs	87.00 Lakhs
Recognition or awards	NIL	He has been awarded with "National Award – 2010" in the year 2011 from Ministry of Micro, Small & Medium Enterprises for Outstanding Entrepreneurs
Job profile and his suitability	Production & Marketing	Overall Management of the Company.
Remuneration proposed	As provided in the notice	As per the Notice attached
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as an Executive Director of the Company.	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as Chairman & Managing Director of the Company
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Mr. Banerjee has no other pecuniary relationship with the Company except his managerial remuneration.	Mr. Goenka has no other pecuniary relationship with the Company except his managerial remuneration.

III. Other information:

- i) **Reasons of loss or inadequate profits:** During the year 2024-25, the Company did not incurred any loss or but has inadequate profit for the purpose of payment of remuneration as calculated u/s. 197 of the Act due to slow down of demand of the product and high competition.
- ii) **Steps taken or proposed to be taken for improvement:** Various measures and suitable steps have been taken to reduce the cost of production & to cope with the unfavorable climatic conditions

for increasing efficiency/ productivity/ quality in the coming years.

- iii) **Expected increase in productivity and profitability in measurable terms:** The Company expects substantial increase in production and significant profitability after implementation of its necessary steps for improvement.

IV. Disclosures:

The requisite disclosure with respect to Mr. Sanjay Goenka has been set out in item no. 3 of the Explanatory Statement annexed to the notice of Annual General Meeting.

NOTES:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September 2023, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") upto 30th September 2025, without the physical presence of members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.

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 annexed herewith and available at the Company's Website www.hindcon.com.

In compliance with these Circulars, provisions of the Act and Listing Regulations, the 27th AGM (AGM) of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 27th AGM shall be the Registered Office of the Company.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under Item no. 3 & 4 set out in this Notice and the details specified under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meeting issued by the Company Secretaries of India, is annexed hereto. Pursuant to the Companies Act, 2013, the documents related to aforesaid

resolutions are open for inspection at the registered office of the Company during business hours till the conclusion of the ensuing AGM.

3. Since, the AGM is being conducted through VC/ OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
4. The Shareholders 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 herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 shareholders 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.
5. The notice of AGM will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on Friday, August 22, 2025.
6. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
7. Members can raise questions during the meeting or in advance at contactus@hindcon.com. The members are requested to write to the Company at least 3 days before the AGM, through Email to contactus@hindcon.com for proper response in the AGM. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
8. Corporate members are requested to send at contactus@hindcon.com or nichetechpl@nichetechpl.com before e-Voting/ attending AGM, a duly certified copy of the Board

Resolution authorizing their representative to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Note for Institutional Shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

11. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
12. The profile of the Directors seeking appointment/re-appointment, as required in terms of applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange is annexed hereto and forms part of this Notice.
13. In line with Circulars issued by the MCA and said SEBI, the Annual Report including Notice of the 27th AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members (Physical/ Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to nichetechpl@nichetechpl.com and contactus@hindcon.com. Please submit duly filled and signed member updation form to the above mentioned email. Upon

verification of the Form the email will be registered with the Company.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 27th AGM of the Company will also be available on the website of the Company at www.hindcon.com. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL i.e. www.evotingindia.com.

14. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-Voting are given herein below. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), who will provide the e-Voting facility of casting votes to a Shareholder using remote e-Voting system (e-Voting from a place other than venue of the AGM) ("remote e-Voting") as well as e-Voting during the proceeding of the AGM ("e-Voting at the AGM").
15. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Tuesday, September 16, 2025 as the "cut-off date" to determine the eligibility to vote by remote e-Voting or e-Voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Tuesday, September 16, 2025, shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM. The Members desiring to vote through remote e-Voting are requested to refer to the detailed procedure given below. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email-ids for e-Voting for the resolutions are requested to refer the instructions provided at serial no.28.
16. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. Tuesday, September 16, 2025 are requested to send the duly signed written / email communication to the Company at contactus@hindcon.com and to the RTA at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-Voting.
17. Those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred

from doing so, shall be eligible to vote through e-Voting system at the AGM.

18. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Membership No.: 3811; CP No.: 3982), as the Scrutinizer to scrutinize the remote e-Voting and the e-Voting at the AGM in a fair and transparent manner.
19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at santibrewalla@gmail.com with a copy mark to contactus@hindcon.com and helpdesk.evoting@cdslindia.com on or before Monday, September 22, 2025 upto 5.00 pm (IST) without which the vote shall not be treated as valid.
20. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar and Share Transfer Agent (RTA), M/s Niche Technologies Private Limited, 3A, Auckland Place, Room Nos. 7A and 7B, 7th Floor, Kolkata- 700017, enclosing their share certificate to enable the Company to consolidate their holdings in one single folio.
21. Members holding shares in physical form are requested to notify immediately any change in their address/mandate/bank details to the Company or to the office of the Registrar and Share Transfer Agent (RTA), M/s Niche Technologies Private Limited, quoting their folio number. The Members updation form forms a part of the Annual Report and is available on the website of the Company.
22. Pursuant to the provisions of the Companies Act, 2013, dividend declared till FY 2023-24 and which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
23. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules") notified any the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. The Company has no such shares on which dividend has not been claimed or paid for a consecutive period of seven years.
24. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to contactus@hindcon.com.

25. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the meeting and until 15 minutes after conclusion of the AGM.

26. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of AGM of the Company.

27. **The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800-225-533.**

28. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, September 20, 2025 and ends on Monday, September 22, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, September 16, 2025 may cast their vote electronically. The e-Voting module shall be disabled by CDSL 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 December 09, 2020, under Regulation 44 of SEBI (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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab. 2) 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 e-Voting 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 and 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System My easi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and 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 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 and voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 and 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 above mentioned website.

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

Login type	Helpdesk details
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.co.in or call at toll free no.: 1800 1020 990

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-Voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Hindcon Chemicals Limited> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at santibrewalla@gmail.com and to the Company at the email address contactus@hindcon.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM and E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 nichetechpl@nichetechpl.com.
2. For Demat shareholders - Please update your email id and mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual demat shareholders** – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.
4. The Company/RTA shall co-ordinate with CDSL and would provide the login credentials to the above mentioned shareholders.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor,

Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Other Information:

1. Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. Tuesday, September 16, 2025 shall view the Notice of the 27th AGM on the Company's website or on the website of CDSL. Such persons may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-Voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
2. Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 16, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders.

Scrutinizer's Report and declaration of results

1. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first count the votes cast vide e-Voting at the AGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 2 (two) working days of the conclusion of the AGM, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hindcon.com and on the website of CDSL i.e. www.evotingindia.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE) where the shares of the Company are listed.

Un-paid Dividend

1. In terms of the provisions of Sections 124 and 125 of the Act, dividend which remains unpaid/ unclaimed for a period of 7 (seven) years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Equity Shares, in respect of which dividend has not been paid or

claimed for 7 (seven) consecutive years or more from the date of declaration, are also required to be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. All equity shares of the Company on which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall be transferred by the Company to the IEPF from time to time. Details of unpaid / unclaimed dividend and equity shares transferred to IEPF are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India ("MCA"), if any. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Shareholders can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making an online application in web Form No. IEPF-5, the details of which are available at www.iepf.gov.in.

- In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) could not be processed since April 01, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company/ RTA, promptly.
- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository

Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/ RTA.

- Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ RTA in case the shares are held by them in physical form.
- In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or RTA. The aforesaid Form No. SH 13 can be downloaded from Company's website www.hindcon.com.
- Shareholders are requested to quote their Folio No. or DP ID – Client ID, as the case may be, in all correspondence with the Company or the RTA.
- Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.