



27th February, 2026

To,
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400051.
Scrip ID - HPAL

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Scrip Code - 543433

Sub : Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

This is further to our letter dated 12th February, 2026, informing the Stock Exchanges about the decision of the Board of Directors of the Company for appointment of Dr Chandra Sekhar Nettem (DIN 10646814) as a Non-Executive Independent Director for a term of five years from **12th February, 2026 to 11th February, 2031**.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose the Postal Ballot Notice for seeking approval of the Members by way of Special Resolution for the aforesaid appointment.

In compliance with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on **Friday, 20th February, 2026 ("Cut-off date")**.

The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") to provide remote e-voting facility to its Members. The remote e-voting period commences from **9.00 a.m. (IST) on Monday, 2nd March, 2026** and ends at **5.00 p.m. (IST) on Tuesday, 31st March, 2026**. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

HP ADHESIVES LIMITED (Formerly known as HP ADHESIVES PRIVATE LIMITED)

Corporate Office: 501, 5th floor, C Wing, Business Square Bldg., Andheri East, Mumbai 400093, Maharashtra, India
Registered Office: 11, Unique House, Chakala, Andheri (East), Mumbai 400099, India
CIN: L24304MH2019PLC325019

Tel: +91-22-68196300
Email: info@hpadhesives.com
Web: www.hpadhesives.com



The said Notice is also available on the website of the Company at www.hpadhesives.com and website of the Stock Exchanges i.e., BSE at www.bseindia.com and NSE at www.nseindia.com and also on the website of e-voting agency i.e. Central Depository Services (India) Limited (CDSIL) at www.evotingindia.com.

This is for your information and record.

Thanking you.

For HP Adhesives Limited

Swati Talgaonkar
Company Secretary & Compliance Officer
ACS - 30463

Encl: Postal Ballot Notice

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HP ADHESIVES LIMITED

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Registered Office: 11 Unique House, Chakala Cross Road, Andheri East, Mumbai 400099, Maharashtra, India.

Corporate Office: 501, 5th Floor, C Wing, Business Square, Chakala, Andheri (East), Mumbai 400093, Maharashtra, India.

Tel No.: + 91 6819 6300; **Email:** investors@hpadhesives.com; **Website:** www.hpadhesives.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the resolution seeking approval for appointment of Dr Chandra Sekhar Nettem (DIN: 10646814) as a Non-Executive Independent Director of the Company for a term of five years, is proposed to be passed as a Special Resolution by the Members of HP Adhesives Limited (“Company”) through Postal Ballot by voting through electronic means (“remote e-voting”) only.

In compliance with the aforesaid provisions and MCA circulars, this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (“RTA”) /Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on **Friday, 20th February, 2026** (“Cut-off Date”). If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes for registration of E-mail ID and for procuring login ID and password for remote e-voting. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with the Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot.

Pursuant to Regulation 44 of the Listing Regulations and the provisions of Section 108 of the Act read with the Rules, the Company has provided to all the members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the proposed resolutions included in this Notice of the Postal Ballot by remote e-voting, through the platform of Central Depository Services Limited (“CDSL”).

The remote e-voting period commences from **9.00 a.m. (IST) on Monday, 2nd March, 2026** and ends at **5.00 p.m. (IST) on Tuesday, 31st March, 2026**. The remote e-voting module shall be disabled by CDSL after 5.00 p.m. (IST) on **Tuesday, 31st March, 2026** for voting thereafter. Members are requested to follow the procedure stated in the Notes and instructions which forms the part of this Notice, for remote e-voting.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. In accordance with Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Shivam Sharma, Practicing Company Secretary (Membership No: A35727, COP No: 16558), Proprietor of Shivam Sharma & Associates, to act as the Scrutinizer for conducting this Postal Ballot through remote e-voting process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any person authorized by him, after completion of scrutiny of votes cast by remote e-voting. The results of the Postal Ballot will be announced within two working days after the conclusion of remote e-voting i.e. on or before **Thursday, 2nd April, 2026**. The results declared along with the Scrutinizer’s Report will be placed on the website of the Company at www.hpadhesives.com and on the website of CDSL at www.evotingindia.com and will be communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the equity shares of the Company are listed.

SPECIAL BUSINESS:

APPOINTMENT OF DR CHANDRA SEKHAR NETTEM (DIN: 10646814) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE YEARS

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** Dr Chandra Sekhar Nettem (DIN: 10646814), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 12th February, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“**Act**”) read with Article 89 of the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, the appointment of Dr Chandra Sekhar Nettem (DIN 10646814), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five years commencing from **12th February, 2026 to 11th February, 2031** and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By order of the Board
For HP Adhesives Limited**

Sd/-

**Karan Motwani
Managing Director
DIN: 02650089**

Date: 12th February, 2026

Place: Mumbai

Registered Office:

11 Unique House,
Chakala Cross Road,
Andheri East, Mumbai 400099.

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice') and additional information as required under SS-2 on General Meetings with respect to Director seeking appointment as Non-Executive Independent Director is annexed hereto and forms part of this Notice.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on Friday, February 20, 2026 ('Cut-Off date') and whose e-mail addresses are registered with the Company / Depositories / RTA. A person who is not a member on the cut off date should treat this notice for information purposes only. Members holding shares in dematerialised mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant ('DP'). Members may note that this Notice will also be available on the Company's website at www.hpadhesives.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
3. In accordance with the MCA Circulars, physical copies of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide evoting facility to the Members to exercise their votes electronically. For this purpose, the Company has availed the service of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
5. The Voting rights of members will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, February 20, 2026, being the cut-off date. Only those Members whose names are recorded in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date will be entitled to cast their votes. Shareholders whose email IDs are not registered, are requested to contact the Depository.
6. The Company is pleased to provide remote evoting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 12 of this Notice.
7. The e-voting period commences on **Monday, 2nd March, 2026 at 9:00 a.m. (IST) and ends on Tuesday, 31st March, 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
8. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Tuesday, 31st March, 2026. Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
9. The declared results along with the Report of the Scrutinizer shall be uploaded on the Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and also on the website of the Company i.e., www.hpadhesives.com and website of CDSL.
10. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their request to cs@hpadhesives.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
11. A copy of this Postal Ballot Notice will be available on the Company's website www.hpadhesives.com and on the websites of the BSE Limited ("BSE") www.bseindia.com and National Stock Exchange of India Limited ("NSE") www.nseindia.com and CDSL at www.evotingindia.com.

12. Instructions for Members for voting electronically are as under:

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 & 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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. 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.

	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. 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 & voting during the meeting.
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.

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

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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

B: CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting 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.

(ii) After entering these details appropriately, click on **“SUBMIT”** tab.

(iii) 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) 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.

(vii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.

(xi) 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 &** enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) 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 & 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 and to the Company at the email address viz; cs@hpadhesives.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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 21 09911

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 at toll free no. 1800 21 09911

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 ("Act")

The following statement sets out all material facts relating to the resolution to be passed as mentioned in the accompanying Notice.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Dr Chandra Sekhar Nettem (DIN: 10646814) as an Additional Director and also as Non-Executive Independent Director of the Company for a term of five years commencing from **12th February, 2026 to 11th February, 2031**, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Based on the skills, competence and expertise in understanding of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Dr Chandra Sekhar Nettem would be beneficial to the Company.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, Dr Chandra Sekhar Nettem is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company.

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

Brief profile of Dr Chandra Sekhar Nettem is as follows:

Dr Sekhar pursued Materials Science & Metallurgy and holds a Ph D from University of Cambridge, UK as well as an MBA from University of Chicago (Graduate School of Business aka Booth), USA. He has worked in over 14 countries with long stints in UK, Belgium and India.

Currently runs a consultancy and works as an Business Architect / Advisor in various sectors. His role is to mentor senior executives and achieve sustainable profitable inclusive growth in small and medium enterprises. Corporate strategy, innovation, product focus, technology intelligence, managing growth, empowering individuals and business management are his forte.

He was the Chief Operating Officer for Sentini FloPipes India Pvt. Ltd and achieved an annual turnover of over INR 150 Crores with over 400 employees and a pan-India presence. Prior to that, he was Director (Business Development) for a Belgian joint venture, Aliaxis - Ashirvad in India. Sekhar started his career as a Technical Project Leader at TWI in the Lasers section at Cambridge, UK. After a brief stint at a designer to Jaguar cars, Sekhar moved to Lloyd's Register of Shipping, London in a technimanufacturing firm, Bekaert sa, in Belgium. He is a Chartered Engineer, Chartered Scientist and a Blue Ocean strategist too.

The details of directorship held by Dr Chandra Sekhar Nettem in other companies and other details are given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Dr Chandra Sekhar Nettem as Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Special Resolution as set out in this Notice for approval of the Members.

Except Dr Chandra Sekhar Nettem and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

Annexure:

Details of Director seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2):

Dr Chandra Sekhar Nettem	
Director Identification Number (DIN)	10646814
Date of Birth	10 th May, 1972
Age	53 years
Qualifications	Ph D from University of Cambridge (UK) MBA from University of Chicago (USA)
Expertise in Specific functional areas	Vast experience as Business Architect / Advisor in various sectors.
Date of First Appointment on the Board	12 th February, 2026
Terms and conditions of Appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Skills and capabilities required for the role and the manner in which the Director meets such requirements	Please refer to the explanatory statement
No. of Board Meetings attended	---
Number of Shares held in the Equity Capital of the Company	---
Shareholding in the Company including shareholding as a beneficial owner	---
Directorships held in other Companies	---
Resignation from the directorship of the listed companies in the past three years	---
Memberships / Chairmanships of Committees of Boards in Companies (Including HP Adhesives Limited)	Member of Nomination & Remuneration Committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee
Remuneration last drawn	Not Applicable

Remuneration sought to be paid	He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors within the limits stipulated under the Companies Act, 2013.
Disclosure of relationships between Directors/ KMP inter-se	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies

**By order of the Board
For HP Adhesives Limited**

Sd/-

**Karan Motwani
Managing Director
DIN: 02650089**

Date: 12th February, 2026

Place: Mumbai

Registered Office:

11 Unique House,
Chakala Cross Road,
Andheri East, Mumbai 400099.