



NOTICE OF 17TH ANNUAL GENERAL MEETING



HMA AGRO INDUSTRIES LIMITED

Regd. Office: 18A-5/3, Tajview Crossing Fatehabad Road, Agra, Uttar Pradesh-282001

CIN:L74110UP2008PLC034977

Contact No. - +91-7217018161, Email ID - cs@hmaagro.com , Website - www.hmagroup.co

NOTICE OF 17th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **17th Annual General Meeting ("AGM")** of the Members of **HMA Agro Industries Limited** ("HMA/the Company") will be held on **Friday, August 29, 2025** at **3:30 P.M (IST)** through **Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** for which purpose the Registered Office of the Company situated at **18A-5/3 Tajview Crossing Fatehabad Road Agra Uttar Pradesh-282001** shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business(es):

ORDINARY BUSINESS:

Item No. 1 – Adoption of the annual audited Financial Statements and Reports thereon

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

- the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors ("the Board") and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare a dividend of ₹0.30 (Rupee Thirty Paise Only) per equity share of the face value of ₹1/- (Rupee One Only) each for the Financial Year ended March 31, 2025.

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

"RESOLVED THAT as recommended by the Board of Directors, a dividend at the rate of 0.30/- (Thirty paise only) per equity share of face value of ₹1/- each of the Company for

the financial year ended March 31, 2025, be and is hereby declared and the said dividend be paid out of the profits of the Company to the eligible Members."

Item No. 3 – Appointment of Mr. Gulzeb Ahmed (DIN: 06546660) as a Director, liable to retire by rotation and being eligible, offers himself for re-appointment

To appoint a Director in place of **Mr. Gulzeb Ahmed (DIN: 06546660)** who retires by rotation, and being eligible, offers himself for re-appointment.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions, if any, the approval of the Members of the Company be and is hereby accorded to re-appoint **Mr. Gulzeb Ahmed (DIN: 06546660)** as Director, who is liable to retire by rotation."

SPECIAL BUSINESS

Item No. 4 Appointment of Secretarial Auditor of the Company for a term of five (5) consecutive years

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") read with Circulars issued thereunder from time to time and Section 204 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force] M/s R.C. Sharma & Associates, Practicing Company Secretaries,

(Peer Review Certificate Number 6899/2025) be and is hereby appointed as Secretarial Auditor of the Company for a period of five (5) consecutive years commencing from April 1, 2025 to March 31, 2030 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Board of Directors, with power to further delegate such powers to any executives/ officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

Item No. 5 – To Approve Material Related Party Transactions in accordance with Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to (i) Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board & its Powers) Rules,

2014 and other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force] (ii) Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, (iii) the Company's Policy on Related Party Transactions, as amended from time to time and (iv) Approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with the related party(ies) (as specified in the explanatory statement to this resolution) pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations, during financial year 2025-26, for an aggregate value not exceeding ₹7,500 Million, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be at arm's length basis and in the ordinary course of business."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Board of Directors, with power to further delegate such powers to any executives/ officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

Item No. 6 – Appointment of Ms. Bhawna Jain as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 (1C), 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their meeting held on August 4, 2025, Ms. Bhawna Jain (DIN: 10344683), Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation

16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, from time to time and in respect of whom a notice in writing pursuant to Section 160 of the Act, as amended, has been received in the prescribed manner and who appointed as an Additional Non Executive Independent Director on May 29, 2025, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing from May 29, 2025 to May 28, 2030 and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution in its absolute discretion, deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By order of the Board of Directors
For HMA Agro Industries Limited**

**Nikhil Sundrani
Company Secretary
Membership No.: A53307**

Place: Agra

Date: August 4, 2025

Registered Office:

18A-5/3, Tajview Crossing Fatehabad Road

Agra Uttar Pradesh-282001

Email: cs@hmaagro.com

website: www.hmagroup.co

CIN: L74110UP2008PLC034977

NOTES:

Section I – Attendance and Documents Inspection

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 ("the Act") in respect of the ordinary and special businesses specified above is annexed hereto.
2. In accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the relevant details of Directors seeking appointment/re-appointment at the AGM, including the Director mentioned in **Item No. 3** and **Item No. 6** of the Notice dated Monday, August 4, 2025, are annexed to this Notice.
3. Pursuant to the Gseneral Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and the latest Circular being No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and any updates thereto issued by the Ministry of Corporate Affairs ("MCA") read with Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/ HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/ PoD-2/P/CIR/2023 4 dated January 05, 2023, SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "SEBI Circulars") companies are permitted to conduct the Annual General Meeting which are due in the year 2025 through Video Conferencing other Audio Visual Means ("VC OAVM") on or before September 30, 2025, in accordance with the requirements in accordance to MCA Circulars without the physical presence of Members at a common venue. Hence, in accordance with the MCA Circulars, provisions of the Act and SEBI LODR Regulations, the Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held through VC/OAVM facility on Friday, August 29, 2025 at 3:30 P.M.
- (IST). Hence, the Members can attend and participate in the AGM through VC/OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VCOAVM is appended herewith.
4. Company is convening 17th AGM through VC/OAVM and no physical presence of Members, Directors, Auditors and other eligible persons shall be required for the 17th AGM.
5. The deemed venue for the **17th AGM** will be the Registered Office of the Company situated at **18A-5/3, Tajview Crossing Fatehabad Road, Agra, Uttar Pradesh-282001**.
6. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
7. In compliance with the MCA and SEBI Circulars , Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/ Depositories. Members may note that the Notice and Annual Report for FY 2024-25 are also available on the Company's website at <https://hmagroup.co/financial/?tab=3647>. under section Annual Reports. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2024-25 ,kindly send a request to the Company by writing at cs@hmaagro.com mentioning their folio number/ DP ID and Client ID.
8. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC OAVM pursuant to the MCA Circulars, 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 hereto. However, the Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

9. Institutional/ Corporate Members (i.e. other than individuals/ HUF/ NRI, etc.) intending to authorize their representatives to attend the AGM through VC/OAVM on its behalf and to vote through electronic voting ("e-Voting"), are requested to send a certified scanned copy(PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter to the Scrutiniser via e-mail through its registered e-mail address at rcsharmacs@yahoo.com with a copy marked to NSDL at evoting@nsdl.com.
10. Institutional Members (i.e. other than individuals, HUFs, NRIs etc.) can also upload their board resolution/ Authority Letter, etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. 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 for 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 Chairman 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.
12. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 and as per applicable MCA circulars SEBI circulars.
13. In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 17th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered

with the Company/DP. A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their e-mail address with the Company.

14. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before **Friday, August 22, 2025**, through e-mail on cs@hmaagro.com and the same will be replied by the Company suitably.

All documents referred to in the Notice will also be available electronically for inspection, without any payment by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@hmaagro.com

15. To support the **Green Initiative** and contribute towards environmental sustainability, Members are encouraged to opt for receiving all communications from the Company, including annual reports and notices, through electronic mode. Members holding shares in **dematerialized form** who have not yet registered their e-mail addresses are requested to update the same with their respective **Depository Participants (DPs)** at the earliest to ensure seamless receipt of all communications from the Company in electronic form.

In case of joint holders, the Member named first in the Register of Members/BENPOS is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

16. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the General Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022

dated December 28, 2022, 09/2023 dated September 25, 2023, and the latest Circular being No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and any updates thereto issued by the Ministry of Corporate Affairs ("MCA") read with Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/ HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/ PoD-2/P/CIR/2023 4 dated January 05, 2023, SEBI/HO/ CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "SEBI Circulars"), the Company is providing its Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of remote e-Voting as well as e-Voting during the AGM. Members may cast their votes electronically either during the remote e-Voting period or at the time of the AGM, in accordance with the instructions provided in this Notice.

17. Members holding shares in dematerialised form:

- may contact their Depository Participant(s) for recording nomination in respect of their shares.
- are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records.
- Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

18. Members who wish to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address at cs@hmaagro.com, on or before **Monday, August 25, 2025 (05:00 P.M.)**. The request should mention the Member's name, DP ID and Client ID/Folio

Number, PAN, email ID, and mobile number.

Members are encouraged to send their questions in advance to enable the Company to respond appropriately during the AGM. The Chairman will endeavour to address the queries received in advance during the meeting.

19. Members who have registered as speakers within the prescribed timeline shall be provided an opportunity to speak live during the AGM, subject to time availability. The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate depending on the availability of time at the AGM for smooth conduct thereof. Members are requested to keep their queries brief and restrict their speaking time to **5 (five) minutes**, to give all speakers an opportunity to participate as well as complete the AGM proceedings within the specified time frame.
20. As per Regulation 40 of the SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further, the transmission and transposition of securities shall also be effected only in dematerialized form.
21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the Members can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

Section II – DIVIDEND AND IEPF RELATED INFORMATION.

22. The Company has fixed **Friday, August 22, 2025**, as the **"Record date"** for the purpose of determining the Members eligible to receive dividend for the Financial Year ending March 31, 2025.
23. Members may note that the Board, at its meeting held on **August 4, 2025** has recommended a dividend of **₹0.30/- (Rupee Thirty Paise Only)** per share for the Financial Year ended March 31, 2025, which if approved at the ensuing AGM, will be paid, subject to deduction

of tax at source ("TDS"), at the prescribed rates, within 30 (Thirty) days from the date of declaration to those persons or their mandates who holds shares:

- i) In dematerialised ("Demat") mode, based on the beneficial ownership details to be received from NSDL and Central Depository Services (India) Limited ("CDSL") as at the close of business hours of Record Date;
- ii) In physical mode, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Record Date.

24. Dividend Pay Out: If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made within 30 days of AGM to all Beneficial Owners in respect of shares held in dematerialized form as per the data as maybe made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on **Friday, August 22, 2025**.

25. Mode of Dividend payout:

Electronic Credit: Electronic Clearing Services (ECS)/ National Electronic Clearing Services (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

Demand Drafts/Warrants: In the absence of complete details for electronic payments or in cases where electronic payments have failed/rejected by the Bank.

26. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 November 17, 2023)has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
27. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020,

and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates in the Income Tax Act, 1961. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and its amendments thereof. The Members are requested to update their Residential Status, PAN and Category with the Company / RTA (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode) to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. In case the PAN is not registered, the tax will be deducted at a higher rate of 20%.

28. A Resident individual Member with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by writing an e-mail at investor@bigshareonline.com to the RTA of the Company or by accessing the weblink <https://www.bigshareonline.com/resources-sebi-circular.aspx#parentHorizontalTab3> on or before **Friday, August 22, 2025**. Members are requested to note that if the PAN is not correct/ invalid/ inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-Tax Act, 1961, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.
29. Non-resident Members [including Foreign Institutional Investors ("FIIs")/ Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the Member may submit the above documents (PDF/ JPG Format) by writing an e-mail at investor@bigshareonline.com to the RTA of the Company or at cs@hmaagro.com. The aforesaid declarations and documents needs to be submitted by the Members on or before **Friday, August 22, 2025**.
30. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their

demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.

31. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:-

- ▶ Change in their residential status on return to India for permanent settlement.
- ▶ 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.

32. TRANSFER OF SHARES PERMITTED IN DEMATFORM ONLY:

As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated May 7, 2024, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/sub-division/consolidation/ transmission/ transposition service requests received from physical securities holders.

33. Any Members who acquire shares of the Company and becomes a member of the Company after dispatch and holds shares as of the cut-off date, i.e. **Friday, August 22, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/ RTA.

In case of any queries, you may refer to the Frequently Asked Questions for Members and e-Voting user manual for Members available at the download section of www.nsdl.co.in or call on: 002-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL- atevoting@nsdl.com. Members whose E-mail addresses are not registered with the Company / DPs / RTA may register the same at investor@bigshareonline.com on or before **Friday, August 22, 2025**, to receive the Notice and Annual Report for financial year 2024-25. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

34. As the AGM will be conducted through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), and to ensure the smooth conduct of its proceedings, Members who

wish to express their views or ask questions during the meeting are requested to register themselves as a speaker or send their queries in advance by sending an email from their registered email address to cs@hmaagro.com, mentioning their name, Demat Account Number, email ID, and mobile number. The window for submitting questions or speaker registration requests will remain open till **Monday, August 25, 2025 (05:00 P.M.)**. Only those Members who have registered as speakers within the specified timeline shall be allowed to speak during the AGM. The Company reserves the right to limit the number of speakers depending on the availability of time and to avoid repetition of questions.

35. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. **Friday, August 22, 2025**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date, i.e. **Friday, August 22, 2025** only shall be entitled to avail the facility of Remote e-voting and e-voting at the AGM. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

36. The Members can opt for only one mode of remote-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

37. Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("the IEPF Rules"), all dividends, if not encashed for a period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF.

Further, all the shares in respect of which dividend has remained unclaimed for 7 (Seven) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

Financial Year	Dividend per Equity Share (₹) *	Date of Declaration	Due Date for Transfer to IEPF	Amount (₹) (Unpaid as on March 31, 2025)
2022-2023	0.30 paisa	September 22, 2023	October 27, 2030	₹1,97,019.00
2023-2024	0.30 paisa	September 28, 2024	November 02, 2031	₹2,00,249.92

*On erstwhile face value of ₹1/-.

During financial year 2022–2023 unclaimed dividend amounting to ₹197019.00 was unpaid and for the financial year 2023–2024 unclaimed dividend amounting to ₹2,00,249.92 was unpaid. Since the period of seven (7) years from the date of these declarations has not yet lapsed, no amount of unclaimed dividend or corresponding shares were due for transfer to the IEPF during the financial year 2024–25.

The Company shall ensure compliance with the requirements of the IEPF Rules as and when the transfer becomes due.

Pursuant to the provisions of the IEPF Rules, the Company has uploaded the details of unpaid/unclaimed dividends amounts lying with the Company as on March 31, 2025, on the Company's website at <https://hmagroup.co/investor-information/?tab=8377>, as well as on the website of MCA.

38. Members holding shares in electronic form are requested to ensure that correct bank particulars are registered against their respective Depository accounts which will be used by the Company for any payment of dividend in future. The Company or its RTA cannot act on any requests received directly from the Members holding shares in electronic form for any changes to bank details or mandates. Such changes are to be communicated to the DPs by the Members.
39. Members wishing to claim dividends that remain unpaid/unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary & Compliance Officer, at the Company's registered office or at cs@hmaagro.com
40. Members who would have cast their votes by remote-Voting may attend the Meeting but shall neither be allowed to change it subsequently nor cast votes again during the Meeting.
41. Members are requested to intimate changes, if any,

pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants (DPs).

OTHER INFORMATION

42. Members of the Company had approved the appointment of **M/s. MAPSS & Company**, Chartered Accountants, as the Statutory Auditors at the 13th (Thirteenth) AGM of the Company which is valid till 18th (Eighteenth) AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.
43. The Company has appointed **Mr. R.C. Sharma**, Proprietor of **R.C. Sharma & Associates**, Company Secretaries (Membership No. 5524; COP No. 7957; ICSI Peer Review Certificate No. [6899/2025]) as the **Scrutinizer** to scrutinize the voting process, including **remote e-Voting** and **e-Voting during the AGM**, in a fair and transparent manner.
44. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by e-voting for all those members who are present at the AGM through AC/OAVM but have not cast their votes by availing the remote e-voting facility.
45. The Scrutiniser shall, immediately after the conclusion of the e-Voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least 2 (Two) witnesses not in the employment of the Company and provide, not later than 48 (Forty Eight) hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

46. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.hmagroup.co and on the website of NSDL, i.e. www.evoting.nsdl.com immediately after the submission with the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. **Friday, August 29, 2025**.

47. **Transcript of AGM:** The recorded transcript and proceedings of the AGM will be made available on the website of the Company which can be accessed at the weblink: <https://hmagroup.co/investor-information/?tab=8371> and the proceedings will also be uploaded on the website of the stock exchanges where equity shares of the Company are listed, viz. BSE Limited and National Stock Exchange of India Ltd., within the statutory timelines.

48. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-Voting period commences from **Tuesday, August 26, 2025, at 9:00 A.M. and ends on Thursday, August 28, 2025, at 5:00 P.M.** During this period, Members holding shares dematerialized form, as on **Friday, August 22, 2025**, ("cut-off date"), may cast their votes electronically through e-Voting system from any place ("remote e-Voting"). The remote e-Voting

module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote-Voting facility, either during the aforesaid period or during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, August 22, 2025**.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’s action, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are 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</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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 & 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 e-voting 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) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

How to Log-in to NSDL e-Voting website?

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

- b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rcsharmacs@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload

Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@hmaagro.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@hmaagro.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the

EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@hmaagro.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request along with the questions in advance at least 3 days prior to the meeting before **Monday, August 25, 2025 (5:00 P.M. IST)**, mentioning their name, demat account number / folio number, email id, mobile number at cs@hmaagro.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

Item No. 4 – Appointment of Secretarial Auditors of the Company

Subject to approval of the Members and based on the recommendation of the Audit Committee and after evaluating and considering various factors such as industry experience, efficiency in conduct of audit, independence, etc., The Board at its meeting held on May 29, 2025 has approved the appointment of **R.C. Sharma & Associates, Practicing Company Secretaries**, a peer reviewed firm (Peer Review No:6899/2025) as Secretarial Auditor of the Company for a term of five consecutive years commencing from April 01, 2025, until March 31, 2030;. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief Profile/Credentials:

R.C. Sharma & Associates is a well-known firm of Practicing Company Secretaries established by Mr. Ramesh Chand Sharma, a fellow member of the Institute of Company Secretaries of India ("ICSI") based in Agra. R.C. Sharma & Associates Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. R.C. Sharma & Associates brings over 20 years of experience in delivering, providing wide range of professional services in corporate law, SEBI regulations and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across various sectors.

R.C. Sharma & Associates has given consent to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment would be within the prescribed limits under the ICSI Auditing Standards on Secretarial Audit and the Listing Regulations. He has further confirmed that the firm is not disqualified and is eligible to be appointed as

Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations.

The terms and conditions for appointment of M/s R.C. Sharma & Associates are as follows:

- i) **Tenure** - 05 consecutive years, to conduct the Secretarial Audit of five consecutive financial years commencing from April 01, 2025, until March 31, 2030;
- ii) **Remuneration** - for the Secretarial Audit for each financial year is set at ₹3,60,000/- (Rupees Three Lacs Sixty Thousand Only), or as may be mutually agreed between the Board of Directors and R.C. Sharma & Associates plus applicable taxes if any, and other out-of-pocket costs incurred in connection with the audit.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

Item No. 5 – Approval of Related Party Transactions in accordance with Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company is mainly engaged in the business of Slaughtering, processing & rendering of meat and meat products, edible consumable products, developing forest crops, natural products, agricultural, plantation and horticultural crops. The Company executes this through its Wholly Owned Subsidiary Companies, Subsidiary Companies, Associates Companies etc. which require Company to undertake transaction with related parties.

Hence, it is the commercial necessity for the Company to enter into related party transactions to continue to carry on its business. All transactions which would fall under the types and proposed limits stated in the said resolutions, will be carried out as the part of business requirements of the Company. Therefore, considering the business model, business requirements, complexity, volume and frequency of the transactions between the company and related parties, approval of members is sought to enter into and execute related party transactions.

Such transactions are repetitive in nature and considering the business requirement entering into the related party transaction is a necessity and in the best interest of the Company. The Company shares its obligations and resources with its related party at various stages of business. A significant value of transactions that the Company enters into as part of its business activities are with related parties.

The provisions of Regulation 23(4) of SEBI (LODR) Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. But as per the provision of Regulation 23(5) of SEBI (LODR) Regulations, if a transaction takes place between a holding company and a wholly owned subsidiary, then that transaction does not require the approval of the shareholders.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Based on the recommendation of the Audit Committee, the Board in its meetings held on **August 04, 2025** reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

However, all such related party contracts/agreements/ transactions are placed before the audit committee for their review and also placed before the Board at regular intervals.

Details of the existing as well as new related party transactions/material related party transactions with the related parties, except Wholly Owned Subsidiaries, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

S. No.	Description	Particulars	
1.	Name of related party	Federal Agro Industries Private Limited	Reliable Agro Foods
2.	Nature of relationship <i>[including nature of its interest (financial or otherwise)]</i>	Subsidiary	Partnership Firm in which Company is having substantial interest.
3.	Type and particulars of proposed transactions	Revenue from Operations, Consumable Sales, Purchase of finished goods and other consumables and Guarantee given on behalf of the Company	Cooling charges, Revenue from Operations, Consumable Sales, Purchase of finished goods and other consumables, and Advance.
4.	Material terms of the proposed transactions	Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
5.	Tenure of the proposed Transactions	up to 1 year	up to 1 year
6.	Value of the proposed transactions during FY 2025-26	Not exceeding ₹ 7,500 million	Not exceeding ₹ 7,500 million

S. No.	Description	Particulars	
7.	Total transactions for past three years (In Millions)	FY 24-25: 4,921.50 FY 23-24: 4,745.68 FY 22-23: 12,195.51	FY 24-25: 2,126.42 FY 23-24: 397.19 FY 22-23: 215.50
8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	14.61%	14.61%
9.	Justification of the proposed Transactions	<p>The Company is mainly engaged in the business of Slaughtering, processing & rendering of meat and meat products, edible consumable products, developing forest crops, natural products, agricultural, plantation and horticultural crops. The Company executes this through its Subsidiary Companies, Associates Companies etc. which require Company to undertake transaction with related parties.</p> <p>Hence, it is the commercial necessity for the Company to enter into related party transactions to continue to carry on its business. Such transactions are repetitive in nature and considering the business requirement entering into the related party transaction is a necessity and in the best interest of the Company. The Company shares its obligations and resources with its related party at various stages of business.</p>	<p>The Company is mainly engaged in the business of Slaughtering, processing & rendering of meat and meat products, edible consumable products, developing forest crops, natural products, agricultural, plantation and horticultural crops. The Company executes this through its Subsidiary Companies, Associates Companies etc. which require Company to undertake transaction with related parties.</p> <p>Hence, it is the commercial necessity for the Company to enter into related party transactions to continue to carry on its business. Such transactions are repetitive in nature and considering the business requirement entering into the related party transaction is a necessity and in the best interest of the Company. The Company shares its obligations and resources with its related party at various stages of business.</p>
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.
11.	Name of the Director or KMP who is related, if any, and the nature of their relationship	None	None
12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given		
	Source of funds	Internal accruals	Internal accruals

S. No.	Description	Particulars	
	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness. • Cost of funds; and • Tenure of the Indebtedness 	Not Applicable	Not Applicable
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable	Not Applicable
	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable
13.	Any other relevant Information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.	

The Board of Directors recommended passing of the aforesaid Resolution as contained in this notice as Ordinary Resolution.

The Members may note that as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 05.

The material related party transactions as set out in Item No. 05 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Item No. 6 – Appointment of Ms. Bhawna Jain as a Non-Executive Independent Director of the Company

The Board of Directors of the Company (“Board”) at its meeting held on May 29, 2025, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Ms. Bhawna Jain as an Additional Director (in the capacity as an Independent Director) of the Company, in terms of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and amendments thereto [including any statutory modification(s) or enactment(s) thereof for the time being in force] and pursuant to the provisions of Section 161 of Companies Act, 2013 an Additional Director of the Company can hold the office till the next Annual General

Meeting.

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the appointment, reappointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a Special Resolution. Accordingly, based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Bhawna Jain, being eligible for appointment as an Independent Director and offering herself for appointment, is proposed to be appointed as an Independent Director for another term of five consecutive years from May 29, 2025 upto May 28, 2030.

In the opinion of the Board, Ms. Bhawna Jain fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR)

Regulations, 2015 Directions for her appointment as a Non-Executive Independent Director of the Company. Further the Board considers that continued association of Ms. Bhawna Jain would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Bhawna Jain as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and appointment of Ms. Bhawna Jain as a Non-Executive Independent Director for another term of five consecutive years with effect from May 29, 2025 up to May 28, 2030, for the approval by the Members of the Company. The Company has received a requisite notice in writing from the member under Section 160 of the Companies Act, 2013 proposing candidature of Ms. Bhawna Jain for the office of

Non-Executive Independent Director of the Company. The additional information for appointment of Ms. Bhawna Jain as Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are provided in the "Annexure" to the Notice.

Ms. Bhawna Jain is interested in the resolution set out at Item No. 06 of the Notice with regard to her appointment. Relatives of Ms. Bhawna Jain may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ANNEXURE TO THE NOTICE OF 17TH ANNUAL GENERAL MEETING

Details of Director seeking appointment/reappointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards:

Item No. 3 – Appointment of Mr. Gulzeb Ahmed (DIN: 06546660) as a Director, liable to retire by rotation being eligible, offers himself for re-appointment:

Name	:	Gulzeb Ahmed
Age	:	Aged about 36 years
DIN	:	06546660
Qualifications	:	Post Graduate
Nature of skills /expertise / in specific functional areas of the Company	:	<ul style="list-style-type: none"> ▶ Business Management ▶ Leadership and Strategic Management ▶ Financial Expertise ▶ Communication and HR Management ▶ Corporate Governance and Compliance
Terms and Conditions of appointment	:	It is proposed to appoint Mr. Gulzeb Ahmed as Executive Director of the Company, liable to retire by rotation
Experience (including expertise in specific functional area)/Brief Resume	:	He is the youngest member of the HMA Family. He started his business journey as Whole Time Director of HMA Agro Industries Limited in June 2021. Under his guidance the company has witnessed remarkable growth in sales and a significant expansion in its customer base. His dedication and commitment have elevated the brand value and market position of the company. He is actively involved in the marketing function of the company and spearheads the administration and management of the corporate office, ensuring streamlined control and governance. He has been instrumental in implementing modern management techniques and fostering innovation within the organization. He plays a vital role in interacting with international buyers and overseas trade partners. His foresight and proactive approach have significantly contributed to the growth of the company's export operations, aligning the business with modern trade dynamics and international standards.
Date of first appointment on the Board	:	03/06/2021
Shareholding in the Company	:	12,750 equity shares of ₹1 each
Relationship with other Directors/ Key Managerial Personnel	:	Mr. Gulzeb Ahmed is son of Mr. Gulzar Ahmad and Nephew of Mohammad Mehmood Qureshi
Remuneration last drawn	:	₹ 7.5 Million p.a.
Number of meetings of the Board attended during the financial year (2024-2025)	:	08
Directorships in listed companies and other Directorship	:	Mr. Gulzeb Ahmed hold Directorship in the following Unlisted Company: 1. HMA Green Fuels Private Limited
Membership/Chairmanship of Committees of other Boards	:	None
Resignation during past 3 years from listed companies	:	None

Item No. 6: Appointment of Ms. Bhawna Jain as a Non-Executive Independent Director of the Company:

Name	:	Bhawna Jain
Age	:	Aged about 31 Years
DIN	:	10344683
Qualifications	:	Postgraduate Diploma in Business Administration
Nature of skills /expertise / in specific functional areas of the Company	:	<ul style="list-style-type: none"> ▶ Compliance Management ▶ Human Resources and Industrial Relations. ▶ Strategy and Planning,
Terms and Conditions of appointment	:	It is proposed to appoint Ms. Bhawna Jain as a Non-Executive Independent Director of the Company for a period of five consecutive years from May 29, 2025 upto May 28, 2030 and shall not liable to retire by rotation
Experience (including expertise in specific functional area)/Brief Resume	:	She is a highly qualified professional having excellent interpersonal and communication skills who brings specialized experience in secretarial work, with a strong focus on compliance under the Companies Act, 2013, and associated regulatory frameworks. Her expertise includes managing corporate filings, maintaining statutory registers, and ensuring timely compliance with ROC-related requirements.
Date of first appointment on the Board	:	May 29, 2025
Shareholding in the Company	:	NIL
Relationship with other Directors/ Key Managerial Personnel	:	No Relation
Remuneration last drawn	:	NA
Number of meetings of the Board attended during the financial year (2024-2025)	:	Nil
Directorships in listed companies and other Directorship	:	<p>Ms. Bhawna Jain hold Directorship (Independent Director) in the following Unlisted Companies:</p> <ul style="list-style-type: none"> ▶ United Farm Product Private Limited ▶ Federal Agro Industries Private Limited
Membership/Chairmanship of Committees of other Boards	:	Federal Agro Industries Private Limited: Audit Committee – Member
Resignation during past 3 years from listed companies	:	None