



HMA AGRO INDUSTRIES LIMITED

CIN: L74110UP2008PLC034977

Registered Office: 18A/5/3 Tajview Crossing Fatehabad Road
Agra, Uttar Pradesh, India-282001;

Phone No.: +91-7217018161

Email: cs@hmaagro.com; **Website:** www.hmagroup.co.

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Remote E-voting starts on	Remote E-voting ends on
Wednesday, April 29, 2026 at 9:00 A.M. IST	Thursday, May 28, 2026 at 5:00 P.M. IST

Dear Member (s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the shareholders of **HMA Agro Industries Limited** (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and all other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, , 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘RTA’)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice.

The Company is sending the Postal Ballot Notice to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 24, 2026**, being the cut-off date for the purpose, in electronic form to those Members whose email address is registered with Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company or Depository Participant(s). Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-Voting facility. The instructions for remote e-voting are appended to this Notice.

The Postal Ballot Notice will also be placed on the website of the Company (www.hmagroup.co) and on the website of NSDL (www.evoting.nsdl.com).

The statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to these solutions mentioned in this Postal Ballot Notice are annexed hereto for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Shareholders are requested to read the instructions in this Postal Ballot Notice to cast their vote electronically which begins on **Wednesday, April 29, 2026 at 9:00 A.M. IST and ends on Thursday, May 28, 2026 at 5:00 P.M. IST** (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors has appointed **Mr. Ramesh Chandra Sharma**, Practicing Company Secretary (Membership No. FCS 5524 and CP No. 7957), as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness for such appointment and will be available for the said purpose.

The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairperson of the Company or any other person authorized by Chairperson. The results of e-voting will be announced on or before **Saturday, May 30, 2026** and will be displayed on the Company's website at www.hmagroup.co and will also be communicated to the Stock Exchange(s) i.e., BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

The resolutions appended below are proposed for approval of the members of HMA Agro Industries Limited ("HMA"), through postal ballot by way of voting through electronic means:

SPECIAL BUSINESS

1. ALTERATION OF ARTICLES OF ASSOCIATION:

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

a) Insertion of New Article 75A in Articles of Association relating to Appointment of Key Managerial Personnel (KMP):

"RESOLVED THAT pursuant to the provisions of Sections 5, 14, 2(51), 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article 75A after existing Article 75:

Article 75A:

Company shall have the following whole-time key managerial personnel, -

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
- ii. Company Secretary; and
- iii. Chief Financial Officer:



Further the Company shall appoint or reappoint an Individual as the Chairperson as well as the Managing Director or Chief Executive Officer of the Company at the same time.

Further A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:

Provided that nothing contained in this sub-section shall disentitle key managerial personnel from being a director of any company with the permission of the Board.

If the office of any Whole-Time Key Managerial Personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary amendments, if required.”

b) Deletion of Article 2 (1)(d) and 103 from Articles of Association relating to Common Seal of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and in accordance with the amendments introduced by the Companies (Amendment) Act, 2015 vide item no. 6 of the Companies (Amendment Act), 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by deleting the following existing Articles relating to the Common Seal of the Company in the following manner:

Article 2 (1)(d) “Seal” means the Common Seal of the Company.

Article 103: Common Seal

- a) The Directors may, with a resolution passed in Board meeting, decide to have a Common seal in place, be made of metal.
- b) The Board shall provide for the safe custody of the Company's Common Seal.
- c) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf and except in the presence of at least one director who shall sign every instrument to which the seal of the Company if so affixed.

RESOLVED FURTHER THAT the Company do not require a Common Seal and that any document, agreement, deed or instrument, which earlier required affixation of Common Seal, shall henceforth be executed in accordance with the provisions of the Companies Act, 2013, including by authorized signatories of the Company.

RESOLVED FURTHER THAT any references to the Common Seal appearing anywhere in the Articles of Association of the Company be and are hereby deleted and/or modified accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making such modifications as may be required.”

2. **APPOINTMENT OF MR. GULZAR AHMAD (DIN: 01312305) AS CHAIRPERSON AND MANAGING DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in terms of Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, approval of the Members be and is hereby accorded for the appointment and terms of appointment including remuneration of **Mr. Gulzar Ahmad (DIN: 01312305)**, as the Chairperson and Managing Director (CMD) of the Company, who is presently serving as Chairman and Whole-Time Director of the Company and whose existing term is due to expire on **June 2, 2026**, for a period of five years, with effect from **June 3, 2026 to June 2, 2031, not liable to retire by rotation**, upon the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the Explanatory Statement annexed to this Postal Ballot Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Gulzar Ahmad.

RESOLVED FURTHER THAT RESOLVED THAT the consent of the members of the Company be and is hereby accorded that, in the event of absence of profits or inadequacy of profits in any financial year during the tenure of Mr. Gulzar Ahmad as Chairman and Managing Director, the Company shall pay to him the remuneration, perquisites and allowances as approved by the Nomination and Remuneration Committee and the Board of Directors, as **minimum remuneration**, notwithstanding that such remuneration may exceed the limits specified under Part II of Schedule V of the Companies Act, 2013, subject to compliance with the applicable provisions of the said Schedule V and such other approvals, consents and permissions as may be required from time to time.”

RESOLVED FURTHER THAT upon completion of his existing term as Whole-Time Director on June 2, 2026, Mr. Gulzar Ahmad shall automatically cease to hold the office of Whole-Time Director and shall thereafter assume office as Chairman and Managing Director of the Company with effect from **June 3, 2026**.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

3. **APPOINTMENT OF MR. VISWAMBHARAN PARAMESWARAN (DIN: 09822921) AS A DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Viswambharan Parameswaran (DIN: 09822921), who was appointed as an Additional Director in the category of Executive Director of the Company by the Board of Directors with effect from **April 25, 2026** under Section 161(1) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a Member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

4. **APPOINTMENT OF MR. VISWAMBHARAN PARAMESWARAN (DIN: 09822921) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 2(54),152, 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder (‘the Act’) and Regulation 17 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Viswambharan Parameswaran (DIN: 09822921) as a Whole-time Director, designated as an Executive Director of the Company, for a period of 5 (Five) years effective from **April 25, 2026 upto April 24, 2031**, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with the power to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the maximum limits of remuneration approved by the Members of the Company.

RESOLVED FURTHER THAT as Whole-time Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director;

RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. APPOINTMENT OF MR. BHABANI SANKAR ACHARYA (DIN: 11679213) AS A DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) (‘the Act’) read with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Bhabani Sankar Acharya (DIN: 11679213)**, who was appointed as an Additional Director in the category of Executive Director of the Company by the Board of Directors with effect from **April 25, 2026** under Section 161(1) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a Member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. APPOINTMENT OF MR. BHABANI SANKAR ACHARYA (DIN: 11679213) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2(54),152, 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder (‘the Act’) and Regulation 17 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Bhabani Sankar Acharya (DIN: 11679213) as a Whole-time Director, designated as an Executive Director of the Company, for a period of 5 (Five) years effective from **April 25, 2026 up to April 24, 2031**, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with the power to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the maximum limits of remuneration approved by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

7. **RE-APPOINTMENT OF MR. GAURAV RAJENDRA LUTHRA (DIN: 08023492) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 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 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gaurav Rajendra Luthra (DIN: 08023492) and IDDB Registration No. IDDB-DI-202105-036545)), Non-Executive Independent Director of the Company, who was appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from June 03, 2021 up to June 02, 2026 (both days inclusive) and who has submitted a declaration that he 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, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from **June 3, 2026 to June 2, 2031** and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

8. **SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM “STATE OF UTTAR PRADESH” TO “NATIONAL CAPITAL TERRITORY (NCT) OF DELHI”**

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (incorporation) Rules, 2014 and other applicable laws (including any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of the Central Government (powers are delegated to the Regional Director), Ministry of Corporate Affairs and/or such other regulatory authorities, consent of Members be and is hereby accorded for shifting of the Registered Office of the Company from “State of Uttar Pradesh” to “National Capital Territory (NCT) of Delhi”.

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause II:

- II. The Registered Office of the Company will be situated in the “**National Capital Territory (NCT) of Delhi**.”.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalize the address of the Registered Office of the Company at such place, it may consider appropriate, in National Capital Territory (NCT) of Delhi.



RESOLVED FURTHER THAT the Board of the Directors of the Company be and are hereby authorized to execute, verify, sign, affirm, make affidavits and/ or file the applications, petitions, power of attorneys and other statements forming part of the application/ petition on behalf of the Company before the Central Government (powers are delegated to the Regional Director) under Section 13(4) and all other applicable provisions, if any, of the Companies Act, 2013 and other related deeds and documents with such authorities as may be necessary and to do all such acts, deeds and things as may be deemed necessary including but not limited to Publication of Notice in Newspaper(s), to fix the cut-off date to finalize the list of creditors, to serve individual notices to creditors and/ or such other regulatory authority(ies) and to take such further actions and steps as may be deemed necessary in this regard for shifting of the Company's Registered office from the from "State of Uttar Pradesh" to "National Capital Territory (NCT) of Delhi" and to engage professionals, consultants, lawyers or any other expert, as may be required, to appear and represent the Company in the matter of application/ petition to be filed for the proposed alteration of the situation or the registered office Clause of the Memorandum of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company are authorized to delegate the aforesaid powers to the Key Managerial Personnel of the Company and/or advisors, consultants and to act, appear for and defend all actions and proceedings for and on behalf of the Company in the matter of the application to be filed before the Regional Director, Delhi Northern Region Directorate I, the Registrar of Companies and such other authorities as may be necessary and to do and/ or caused to be done, to execute and/ or caused to be executed all such acts, deeds and things incidental thereto to give effect to the shifting of registered office of the Company as mentioned above.

**By Order of the Board of Directors
For HMA Agro Industries Limited
Sd/-**

**Nikhil Sundrani
Company Secretary & Compliance Officer
FCS No. 13843**

Date: April 25, 2026

Place: Agra

RegisteredOffice: 18A/5/3 Tajview crossing Fatehabad Road,
Agra, Uttar Pradesh, India-282001;

CIN: L74110UP2008PLC034977

Phone No.: +91-7217018161;

Email: cs@hmaagro.com; **Website:** www.hmagroup.co.

Notes:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. The relevant Explanatory Statement pursuant to Sections 102, 110 of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of the appointment or re-appointment of **Mr. Gulzar Ahmad, Mr. Viswambharan Parameswaran, Mr. Bhabani Sankar Acharya and Mr. Gaurav Rajendra Luthra** is furnished as Annexure to this Notice.
3. In accordance provisions of the Act read with relevant Rules and in compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 24, 2026 (“Cut-Off Date”)** received from the Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company and whose e-mail address is registered with the RTA/Depositories. Incompliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The communication of the assent or dissent of the Members would only take place through the e-voting system. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Members as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the cut-off date should treat this notice for information purpose only.
4. The voting rights 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.
5. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@hmaagro.com.
6. This Postal Ballot Notice will also be made available on the Company's website at www.hmagroup.co and websites of the Stock Exchange(s) where equity shares of the Company are listed, i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com (agency for providing the Remote e-Voting facility).
7. The Remote e-Voting will commence on **Wednesday, April 29, 2026 at 9:00 A.M. IST and ends on Thursday, May 28, 2026 at 5:00 P.M. IST**. Remote e-Voting will be blocked by NSDL immediately after the end time and will not be allowed beyond the said date and time.

8. Members are requested to cast their vote through the Remote e-Voting process not later than 5.00 P.M. IST on **Thursday, May 28, 2026**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently
9. The Board of Directors has appointed Mr. Ramesh Chandra Sharma, Practicing Company Secretary (Membership No. FCS 5524 and CP No. 7957), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit her report after completion of the scrutiny to the Chairperson or any other person authorized by him. The result of the e-voting will be announced on or before **Saturday, May 30, 2026** and the same will be communicated to the BSE Limited and the NSE Limited and shall also be available on the Company's website at www.hmagroup.co and on the website of NSDL i.e., www.evoting.nsdl.com.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tataconsumer.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
11. The Resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. **Thursday, May 28, 2026**. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

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:

Step1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 one-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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="678 279 1438 709">1. 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. <li data-bbox="678 741 1438 1171">2. 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’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="678 1203 1438 1339">3. If you are not registered for IDeAS e-Services, option or register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="678 1371 1438 1692">4. 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.

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.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi/Easiest facility, can login through the ir 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 myeasi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in you can see-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.
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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.

Log in type	Help desk 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.co.in or call at toll free no.:022-48867000 and 022-2499 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 toll free no. 1800 22 5533.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-into 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 Step2 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 IDis:
a) For Members who hold shares in demat account with NSDL.	8 Character DPID followed by 8 Digit Client ID For example, if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- 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 mail box. 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.co.in 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, ✓ 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, Homepage of e-Voting will open.

Step2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 resolutions, 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.co.in. 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 toll free no.: 022 -4886 7000 and 022 -2499 7000 or send a request at evoting@nsdl.co.in.

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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9,2020 one-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.

**By Order of the Board of Directors
For HMA Agro Industries Limited
Sd/-
Nikhil Sundrani
Company Secretary & Compliance Officer
FCS No. 13843**

Date: April 25, 2026

Place: Agra

Registered Office: 18A/5/3 Tajview crossing Fatehabad Road,
Agra, Uttar Pradesh, India-282001;

CIN: L74110UP2008PLC034977

Phone No.: +91-7217018161;

Email: cs@hmaagro.com; **Website:** www.hmagroup.co.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 (“THE ACT”)

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under resolution of the accompanying Notice.

Item No.1: To Alter Articles of Association

The Company is required to comply with the provisions of Section 203 of the Companies Act, 2013, which mandates the appointment of certain whole-time Key Managerial Personnel (“KMP”), including Managing Director and/or Chief Executive Officer and/or Manager, Company Secretary and Chief Financial Officer.

In order to align the Articles of Association (“AOA”) of the Company with the applicable provisions of the Companies Act, 2013 and to incorporate enabling provisions relating to the appointment, roles, and responsibilities of Key Managerial Personnel, it is proposed to insert a new Article 75A in the Articles of Association of the Company.

The proposed amendment will expressly empower the Board of Directors to appoint, remove and determine the terms and conditions of appointment, including remuneration, of the Key Managerial Personnel in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. This will ensure better governance, clarity in roles, and operational flexibility in managing the Company’s key leadership positions.

The alteration of the Articles of Association requires approval of the members of the Company by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013.

A copy of the existing Articles of Association along with the proposed draft amendments is available for inspection by the members of the Company during business hours on all working days up to the date of the meeting.

Further, The Ministry of Corporate Affairs (MCA) vide Item No. 6 of the Companies (Amendment Act), 2015 has done away with the mandate of companies to keep a common seal. The Company has been maintaining the common seal voluntarily since then, and to avoid the requirement of affixation of common seal from any counterparty, which is an administrative hassle, it is proposed to remove the Article 2 (1)(d) and 103 on common seal from the Articles of Association of the Company.

In view of the requirement of common seal having been **dispensed** with and also to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing AOA of the Company by deleting the relevant articles in the AOA of the Company, pertaining to common seal.

The proposed deletions are intended to streamline the Articles and align them with the current regulatory and governance framework applicable to the Company. The provisions sought to be removed are either redundant, no longer relevant, under the applicable provisions of the Companies Act, 2013 and other prevailing laws.

The Board has confirmed that, to the best of its knowledge and after due consideration of the applicable provisions of the Companies Act, 2013 and other applicable laws, the proposed deletion of Article 2 (1)(d) and 103 does not have any material adverse legal impact on the Company, its operations, or its status as a going concern.

The Board of Directors in their meeting held on **April 25, 2026**, have approved the alteration to the Articles of Association of the Company in effect to insertion of Article 75A and deletion of Article 2 (1)(d) and 103.

Alteration to the Articles of Association of the Company shall require members’ approval by way of a **special resolution**.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective appointments, if any, as Key Managerial Personnel of the Company.

The Board of Directors recommends the Special Resolution set out in **Item No. 1** of the Notice for approval of the members.

Item No.2: Appointment Of Mr. Gulzar Ahmad (DIN: 01312305) As Chairperson and Managing Director of The Company

The Members are informed that the present term of **Mr. Gulzar Ahmad (DIN: 01312305)** as Chairman and Whole-Time Director of the Company is due to expire on **June 2, 2026**.

Considering his rich experience, leadership qualities, and significant contribution to the growth and strategic direction of the Company, the Nomination and Remuneration Committee (“NRC”) at its meeting held on April 20, 2026 and the Board of Directors at its meeting held on **April 25, 2026**, have approved and recommended to the Members, the appointment of Mr. Gulzar Ahmad as **Chairperson and Managing Director (CMD)** of the Company for a period of **five (5) years** with effect from **June 3, 2026 to June 2, 2031**, not liable to retire by rotation, subject to approval of the Members.

Mr. Gulzar Ahmad has been associated with the Company in a leadership capacity and has played a pivotal role in strengthening the Company’s operations, governance framework and long-term strategy. His continued association as CMD is expected to be beneficial to the Company.

The appointment and remuneration of Mr. Gulzar Ahmad is in compliance with the provisions of **Sections 196, 197, 203 read with Schedule V** of the Companies Act, 2013 and the applicable Rules made thereunder. The remuneration payable to him, including in the event of loss or inadequacy of profits, shall be within the limits prescribed under Section 197 of the Act and Schedule V thereto.

Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is being sought by way of this Postal Ballot.

Upon completion of his existing term as Whole-Time Director on June 2, 2026, Mr. Gulzar Ahmad shall cease to hold such office and shall assume charge as Chairperson and Managing Director of the Company with effect from June 3, 2026.

The principal terms and conditions of his appointment, including remuneration, are set out in the resolution and are also available for inspection by the Members in accordance with the provisions of the Companies Act, 2013.

The material terms and conditions of the said appointment are as under:

- 1. Period of Appointment:** 5 (Five) Years commencing from June 3, 2026 to June 2, 2031.
- 2. Remuneration:**
 - a) Gross Salary:** Gross Salary of ₹10,00,000/- per month, with authority to the Board to revise the same from time to time within the limits prescribed under applicable laws.
The aforesaid remuneration is in line with the existing remuneration being drawn by him as Chairman and Whole-Time Director of the Company.
 - b) Perquisites/Allowances:** Perquisites and allowances shall be payable as may be determined by the Board from time to time and shall include, inter alia:
 - House Rent Allowance / accommodation
 - Medical benefits
 - Leave Travel Allowance
 - Company car and communication facilities
 - c) Retiral Benefits (Excluded from Ceiling):** In addition to the above, he shall be entitled to:
 - Contribution to Provident Fund, Superannuation Fund or Annuity Fund
 - Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service
 - Encashment of leave as per Company policy

d) **Overall Remuneration Ceiling:** The total remuneration payable shall be subject to the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

3. **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, he shall be paid remuneration in accordance with the limits prescribed under Schedule V of the Companies Act, 2013.

4. **Brief Profile of Mr. Gulzar Ahmad:**

Mr. Gulzar Ahmad is a Promoter and currently serves as the Chairman of HMA Agro Industries Limited. He has over two decades of extensive experience in the livestock trading and meat processing industry and has been instrumental in driving the growth and strategic direction of the Company.

He commenced his entrepreneurial journey in the year 2002 with the establishment of a partnership firm, Gulzar Traders, engaged in livestock trading. Under his leadership, the business expanded significantly and emerged as one of the leading suppliers in the sector.

He further strengthened the Group's presence in the food processing industry by co-founding HMA Frozen Food Export in 2003 and played a key role in setting up the Company's first integrated meat processing plant at Agra in 2005. Under his guidance, the Company expanded its operational scale and export footprint across international markets.

Over the years, he has contributed significantly in:

- Scaling up operations and increasing production capacity
- Expanding export markets and strengthening global presence
- Improving operational efficiency across manufacturing units
- Establishing robust infrastructure and processing capabilities

In his current role as Chairman, he provides strategic direction and oversees the overall governance framework of the Company. He is actively involved in administration, plant operations, infrastructure management, expansion planning, and ensuring efficient functioning of production units.

5. **Reimbursement of Expenses:** He shall be entitled to:

- Reimbursement of business expenses incurred in the course of Company's operations
- Travel, boarding and lodging expenses for official duties in India and abroad

6. **Sitting Fees:** He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

7. **Termination:** Either party may terminate the appointment by giving 90 days' written notice or salary in lieu thereof. The notice period may be waived by mutual consent.

8. **Variation of Terms:** The Board may alter or vary the terms and conditions of appointment from time to time, within the limits prescribed under Schedule V of the Companies Act, 2013.

9. **General Terms:** Other terms shall be governed by the resolution executed between the Company and Mr. Gulzar Ahmad.

Except **Mr. Gulzar Ahmad**, being an appointee and his relatives none of the Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at **Item No.2**, except to the extent of their shareholding in the Company.

Statement containing Additional Information and Disclosures as per Sub-Clause (iv) of the Second Proviso to Clause (B) of Section II of Part- II of Schedule V to the Companies Act, 2013 (“the Act”)

General Information:

- i. **Nature of Industry:** The Company is mainly engaged in processing & rendering of meat and meat products, bone, tallow, tallow products, poultry products, foods offals, raw hides, MBM, Dung of Big and small buffalo sheep & goat and to manufacture, process, prepare, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principal or agents in all kinds of livestock products.
- ii. **Date of commencement of commercial production:** Not applicable (Company is an existing company).
- iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- iv. **Financial performance based on given indicators:**

Particulars	Standalone		Consolidated	
	31.03.2025 (Amount in Millions)	31.03.2024 (Amount in Millions)	31.03.2025 (Amount in Millions)	31.03.2024 (Amount in Millions)
Total Revenue from operations including other income	49411.26	47061.99	52143.72	48619.72
Less Expenditure	48503.04	45596.68	50887.68	47288.15
Profit /(Loss) Before Tax	908.24	1465.31	1256.05	1331.57
Less: Tax Expenses	306.51	358.39	379.13	325.73
Profit/(Loss) After Tax	601.73	1106.92	876.91	1005.84
Other Comprehensive Income	1.27	105.32	(0.78)	109.75
Total Comprehensive Income for the year	603.00	1212.26	876.14	1115.59
Balance carried to Balance Sheet	601.73	1106.92	876.91	1005.84

- v. **Foreign investments or collaborations:** The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

II. Information about the Directors:

i. Background details:

Mr. Gulzar Ahmad is a Promoter and currently serves as the Chairman of HMA Agro Industries Limited. He has over two decades of extensive experience in the livestock trading and meat processing industry and has been instrumental in driving the growth and strategic direction of the Company.

He commenced his entrepreneurial journey in the year 2002 with the establishment of a partnership firm, Gulzar Traders, engaged in livestock trading. Under his leadership, the business expanded significantly and emerged as one of the leading suppliers in the sector.

He further strengthened the Group's presence in the food processing industry by co-founding HMA Frozen Food Export in 2003 and played a key role in setting up the Company's first integrated meat processing plant at Agra in 2005. Under his guidance, the Company expanded its operational scale and export footprint across international markets.

Over the years, he has contributed significantly in:

- Scaling up operations and increasing production capacity
- Expanding export markets and strengthening global presence
- Improving operational efficiency across manufacturing units
- Establishing robust infrastructure and processing capabilities

In his current role as Chairman, he provides strategic direction and oversees the overall governance framework of the Company. He is actively involved in administration, plant operations, infrastructure management, expansion planning, and ensuring efficient functioning of production units.

ii. Past Remuneration: During the preceding three financial years the remuneration of Mr. Gulzar Ahmad was as follow:

Financial Year	Remuneration (Amt. in Million)
2025-2026	12.00/-
2024-2025	13.50/-
2023-2024	18.00/-

iii. Recognition or Awards: None

iv. Job Profile and his suitability: Mr. Gulzar Ahmad is currently serving as the Chairperson and Whole Time Director of the Company and entrusted with the overall responsibility of the Company across all its businesses and geographies. He brings over four decades of extensive experience in administration and operations. He is responsible for overall administrative functions, monitoring domestic and international markets, and supervising production and operational activities.

v. Remuneration proposed: Gross Salary of ₹10,00,000/- per month, with authority to the Board to revise the same from time to time within the limits prescribed under applicable laws.

vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration proposed for the Managing Director is in line with the prevailing industry standards for similar positions in companies of comparable size and scale. Considering the Company's turnover, operational complexity, and growth trajectory, the remuneration is justified.

The Managing Director possesses extensive experience and expertise in the industry and has been instrumental in the growth and expansion of the Company. His leadership, strategic vision, and management capabilities have significantly contributed to the Company's performance.

Accordingly, the remuneration is commensurate with his role, responsibilities, and industry benchmarks.

- vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:** Mr. Gulzar Ahmad is a Promoter of the Company and is currently serving as the Chairman and Whole-time Director of the Company. He has pecuniary relationship with the Company by virtue of remuneration and other permissible transactions. He is related to other Directors and Key Managerial Personnel to the extent of his position as Promoter and Director.

Details of Directors Seeking Appointment/Fixation of Director's Remuneration, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)

Name of Director	Mr. Gulzar Ahmad
DIN	01312305
Designation	Whole-Time Director
Age	59 Years (15/07/1966)
Qualifications	Graduate
Experience	Rich experience in administration, operations and productions.
Terms and Conditions of appointment / reappointment	As set out in detail in the Explanatory Statement annexed to Item No. 2.
Details of Remuneration sought to be paid	Rs. 10,00,000/- p.m.
Date of first appointment on the Board	09/04/2008
Shareholding in the Company	6,08,97,987 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is related to other Directors and Key Managerial Personnel to the extent of his position as Promoter and Director.
Number of Meetings of the Board attended during the Financial Years 2025-26 (Meetings held till the date of this Notice)	8
Other Directorships (All Companies excluding this Company and Foreign Companies)	HMA Cattle Farming Private Limited (Director)
Membership / Chairmanship of Committees of other Boards (Only committees constituted under the Companies Act, 2013, are considered)	Nil

Item No. 3 and 4: Appointment of Mr. Viswambharan Parameswaran (DIN: 09822921) as a Director and Whole Time Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on **April 25, 2026**, appointed Mr. Viswambharan Parameswaran (DIN: 09822921) as an Additional Director, liable to retire by rotation, in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ('the Act').

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Viswambharan Parameswaran for the office of Director of the Company. Mr. Viswambharan Parameswaran has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The Company has also received other necessary disclosures from Mr. Viswambharan Parameswaran. Accordingly, it is proposed to appoint Mr. Viswambharan Parameswaran as a Director of the Company liable to retire by rotation.

The Board of Directors, at the same meeting, as per the recommendations of the Nomination and Remuneration Committee and given the knowledge, background, experience and past performance of Mr. Viswambharan Parameswaran, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. In view of the same, the Board of Directors appointed Mr. Viswambharan Parameswaran as a Whole-time Director of the Company for a period of 5 (Five) years, commencing from **April 25, 2026 till April 24, 2031**, subject to the approval of the Members of the Company.

The Members may note that as per provisions of Regulations 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015'), appointment/ reappointment at Board requires approval of the Members within 3 months from the date of appointment/ reappointment. Mr. Viswambharan Parameswaran has given his consent to act as the Whole-time Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Whole-time Director.

The material terms and conditions of the said appointment are as under:

- 1. Period of Agreement:** 5 (Five) Years commencing from **April 25, 2026 to April 24, 2031**.
- 2. Remuneration:**
 - a) Fixed Salary inclusive of basic salary, allowances, employer's contribution to PF, etc. (payable on a monthly basis):** Fixed Salary of ₹1,45,200/- per month, with authority to the Board to revise the same from time to time within the limits prescribed under applicable laws.
The increment, if any during the subsequent years, shall be based on the performance and shall not exceed **10% per annum** of the annual fixed salary of immediately preceding financial year.
 - b) Perquisites/Allowances:** Perquisites and allowances shall be payable as may be determined by the Board from time to time and shall include, inter alia:
 - House Rent Allowance / accommodation
 - Medical benefits
 - Leave Travel Allowance
 - Company car and communication facilities
 - c) Retiral Benefits (Excluded from Ceiling):** In addition to the above, he shall be entitled to:
 - Contribution to Provident Fund, Superannuation Fund or Annuity Fund
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
 - Encashment of leave as per Company policy
 - d) Overall Remuneration Ceiling:** The total remuneration payable shall be subject to the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

3. **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, he shall be paid remuneration in accordance with the limits prescribed under Schedule V of the Companies Act, 2013.

4. **Brief Profile of Mr. Viswambharan Parameswaran:**

Mr. Vishwambaran Parameswaran is a seasoned professional with significant experience in the areas of compliance management, administration, and corporate governance. He possesses a strong understanding of regulatory frameworks and organizational processes, making him well-suited for a leadership role in compliance and administrative functions.

Mr. Parameswaran has developed expertise across multiple functional areas, particularly in ensuring adherence to regulatory requirements and strengthening internal governance systems. His key areas of proficiency include:

- **Compliance Oversight:** Ensuring adherence to applicable laws, regulations, and internal compliance frameworks
- **Policy Framework:** Development, implementation, and monitoring of internal policies and procedures
- **Administration Management:** Overseeing day-to-day administrative functions and operational efficiency
- **Government Coordination:** Liaising with government authorities, regulatory bodies, and external stakeholders
- **Documentation & Legal Records:** Managing statutory records, documentation systems, and legal compliance documentation
- **Audit & Inspection Handling:** Coordinating internal and external audits, inspections, and ensuring timely closure of observations
- **Policy Making & Governance:** Contributing to formulation of policies to strengthen corporate governance and risk management

5. **Reimbursement of Expenses:**

He shall be entitled to:

- Reimbursement of business expenses incurred in the course of Company's operations
- Travel, boarding and lodging expenses for official duties in India and abroad

6. **Sitting Fees:** He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

7. **Termination:** Either party may terminate the appointment by giving 90 days' written notice or salary in lieu thereof. The notice period may be waived by mutual consent.

8. **Variation of Terms:** The Board may alter or vary the terms and conditions of appointment from time to time, within the limits prescribed under Schedule V of the Companies Act, 2013.

9. **General Terms:** Other terms shall be governed by the resolution executed between the Company and Mr. Vishwambaran Parameswaran.

The Board recommends the appointment of **Mr. Viswambharan Parameswaran** as set out in the resolution in Item nos. **3 and 4** for approval of the members as ordinary resolutions. None of the directors and key managerial personnels and/ or their relatives are in any way, financially or otherwise, concerned or interested in this resolution.

Statement containing Additional Information and Disclosures as per Sub-Clause (iv) of the Second Proviso to Clause (B) of Section II of Part- II of Schedule V to the Companies Act, 2013 (“the Act”)

I. General Information:

- i. **Nature of Industry:** The Company is mainly engaged in processing & rendering of meat and meat products, bone, tallow, tallow products, poultry products, foods offals, raw hides, MBM, Dung of Big and small buffalo sheep & goat and to manufacture, process, prepare, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principal or agents in all kinds of livestock products.
- ii. **Date of commencement of commercial production:** Not applicable (Company is an existing company).
- iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- iv. **Financial performance based on given indicators:**

Particulars	Standalone		Consolidated	
	31.03.2025 (Amount in Millions)	31.03.2024 (Amount in Millions)	31.03.2025 (Amount in Millions)	31.03.2024 (Amount in Millions)
Total Revenue from operations including other income	49411.26	47061.99	52143.72	48619.72
Less Expenditure	48503.04	45596.68	50887.68	47288.15
Profit /(Loss) Before Tax	908.24	1465.31	1256.05	1331.57
Less: Tax Expenses	306.51	358.39	379.13	325.73
Profit/(Loss) After Tax	601.73	1106.92	876.91	1005.84
Other Comprehensive Income	1.27	105.32	(0.78)	109.75
Total Comprehensive Income for the year	603.00	1212.26	876.14	1115.59
Balance carried to Balance Sheet	601.73	1106.92	876.91	1005.84

- v. **Foreign investments or collaborations:** The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

II. Information about the Directors:

i. **Background details:**

Mr. Vishwambaran Parameswaran is a seasoned professional with significant experience in the areas of compliance management, administration, and corporate governance. He possesses a strong understanding of regulatory frameworks and organizational processes, making him well-suited for a leadership role in compliance and administrative functions.

Mr. Parameswaran has developed expertise across multiple functional areas, particularly in ensuring adherence to regulatory requirements and strengthening internal governance systems.

ii. **Past Remuneration:** During the preceding three financial years Mr. Vishwambaran Parameswaran is not receiving any remuneration in the capacity of Director.

iii. **Recognition or Awards:** None

iv. **Job Profile and his suitability:** Mr. Vishwambaran Parameswaran is entrusted with the overall responsibility of the Company's compliance management, administration, and corporate governance. He possesses a strong understanding of regulatory frameworks and organizational processes, making him well-suited for a leadership role in compliance and administrative functions.

v. **Remuneration proposed:** Basic Salary of ₹1,45,200/- per month, with authority to the Board to revise the same from time to time within the limits prescribed under applicable laws.

vi. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Considering the size of the Company, the nature of its business, and the responsibilities entrusted to the position, the remuneration proposed for Mr. Vishwambaran Parameswaran is in line with prevailing industry standards for similar positions in comparable companies. Mr. Vishwambaran Parameswaran has been associated with the Company for over two decades and possesses extensive experience, deep domain knowledge, and a thorough understanding of the Company's operations and business environment. His long-standing contribution and leadership role justify the proposed remuneration, which has been determined by the Board of Directors based on his qualifications, experience, and performance, and is considered reasonable and appropriate.

vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:** Apart from the remuneration proposed to be paid to him, Mr. Vishwambaran Parameswaran does not have any other pecuniary relationship, directly or indirectly, with the Company. He is also not related to any of the Directors, Key Managerial Personnel or Manager of the Company.

Details of Directors Seeking Appointment/Fixation of Director's Remuneration, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)

Name of Director	Mr. Viswambharan Parameswaran			
DIN	09822921			
Designation	Director			
Age	66 Years (27/02/1960)			
Qualifications	He is a graduate holding a Bachelor of Science (B.Sc.) degree and possesses rich experience in the industry.			
Experience	Rich experience in compliance management, administration, and corporate governance.			
Terms and Conditions of appointment / reappointment	As set out in detail in the Explanatory Statement annexed to Item No. 3 & 4.			
Details of Remuneration sought to be paid	Rs. 1,45,200/- p.m.			
Date of first appointment on the Board	April 25, 2026			
Shareholding in the Company	--			
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is also not related to any of the Directors, Key Managerial Personnel or Manager of the Company.			
Number of Meetings of the Board attended during the Financial Years 2025-26 (Meetings held till the date of this Notice)	Nil			
Other Directorships (All Companies excluding this Company and Foreign Companies)	<ol style="list-style-type: none"> 1. Federal Agro Industries Private Limited 2. Laal Agro Food Private Limited 3. FNS Agro Foods Limited 4. United Farm Products Private Limited 			
Membership / Chairmanship of Committees of other Boards (Only committees constituted under the Companies Act, 2013, are considered)	S. No.	Name of Company	Type of Committee	Chairperson /Member
	1.	Federal Agro Industries Pvt. Ltd.	Audit Committee	Member
	2.	Federal Agro Industries Pvt. Ltd.	Nomination and Remuneration Committee	Member

Except Mr. Viswambharan Parameswaran being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at **Item No. 3 & 4** of the accompanying Notice.

Item No. 5 and 6: Appointment of Mr. Bhabani Sankar Acharya (DIN: 11679213) as a Director and Whole Time Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on **April 25, 2026**, appointed Mr. Bhabani Sankar Acharya (DIN: 11679213) as an Additional Director, liable to retire by rotation, in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder ('the Act').

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Bhabani Sankar Acharya for the office of Director of the Company. Mr. Bhabani Sankar Acharya has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The Company has also received other necessary disclosures from **Mr. Bhabani Sankar Acharya**. Accordingly, it is proposed to appoint Mr. Bhabani Sankar Acharya as a Director of the Company liable to retire by rotation.

The Board of Directors, at the same meeting, as per the recommendations of the Nomination and Remuneration Committee and given the knowledge, background, experience and past performance of Mr. Bhabani Sankar Acharya, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. In view of the same, the Board of Directors appointed Mr. Bhabani Sankar Acharya as a Whole-time Director of the Company for a period of 5 (Five) years, commencing from **April 25, 2026** till **April 24, 2031**, subject to the approval of the Members of the Company.

The Members may note that as per provisions of Regulations 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015'), appointment/ reappointment at Board requires approval of the Members within 3 months from the date of appointment/ reappointment. **Mr. Bhabani Sankar Acharya** has given his consent to act as the Whole-time Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Whole-time Director.

The material terms and conditions of the said appointment are as under:

1. **Period of Agreement:** 5 (Five) Years commencing from April 25, 2026 to April 24, 2031.
2. **Remuneration:**
 - a) **Gross Salary inclusive of basic salary, allowances, employer's contribution to PF, etc. (payable on a monthly basis):** Gross Salary of ₹1,25,000/- per month, with authority to the Board to revise the same from time to time within the limits prescribed under applicable laws.

The increment, if any during the subsequent years, shall be based on the performance and shall not exceed **10% per annum** of the annual fixed salary of immediately preceding financial year.

- b) **Perquisites/Allowances:** Perquisites and allowances shall be payable as may be determined by the Board from time to time and shall include, inter alia:
 - House Rent Allowance / accommodation
 - Medical benefits
 - Leave Travel Allowance
 - Company car and communication facilities
- c) **Retiral Benefits (Excluded from Ceiling):** In addition to the above, he shall be entitled to:
 - Contribution to Provident Fund, Superannuation Fund or Annuity Fund
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
 - Encashment of leave as per Company policy
- d) **Overall Remuneration Ceiling:** The total remuneration payable shall be subject to the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

3. **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, he shall be paid remuneration in accordance with the limits prescribed under Schedule V of the Companies Act, 2013.

4. **Brief Profile of Mr. Bhabani Sankar Acharya:**

Mr. Bhabani Sankar Acharya is a highly accomplished legal, compliance, and regulatory leader with an extensive career spanning government, regulatory authorities, and corporate legal governance. A former senior official of the Food Safety and Standards Authority of India (FSSAI), he brings deep expertise in legal strategy, regulatory compliance, and risk management, coupled with strong leadership in overseeing complex legal and operational frameworks.

With a distinguished background in regulatory enforcement, Mr. Acharya has demonstrated exceptional capability in interpreting and implementing legal frameworks, ensuring compliance with evolving laws, and safeguarding organizational interests. His prior leadership role at FSSAI involved overseeing regulatory enforcement across multiple states, strengthening food safety systems, and collaborating with diverse stakeholders at national and regional levels.

In addition to his legal acumen, Mr. Acharya possesses strong domain knowledge in food technology and regulatory systems, supported by his academic background in Food Technology, Biochemical Engineering, and Business Administration. His multidisciplinary expertise enables him to bridge the gap between legal frameworks and operational execution effectively.

Recognized for his leadership, analytical approach, and commitment to excellence, Mr. Acharya continues to play a pivotal role in strengthening compliance culture, mitigating risks, and driving sustainable organizational growth.

5. **Reimbursement of Expenses:**

He shall be entitled to:

- Reimbursement of business expenses incurred in the course of Company's operations
- Travel, boarding and lodging expenses for official duties in India and abroad

6. **Sitting Fees:** He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

7. **Termination:** Either party may terminate the appointment by giving 90 days' written notice or salary in lieu thereof. The notice period may be waived by mutual consent.

8. **Variation of Terms:** The Board may alter or vary the terms and conditions of appointment from time to time, within the limits prescribed under Schedule V of the Companies Act, 2013.

9. **General Terms:** Other terms shall be governed by the resolution executed between the Company and Mr. Bhabani Sankar Acharya.

Statement containing Additional Information and Disclosures as per Sub-Clause (iv) of the Second Proviso to Clause (B) of Section II of Part- II of Schedule V to the Companies Act, 2013 (“the Act”)

I. General Information:

- i) **Nature of Industry:** The Company is mainly engaged in processing & rendering of meat and meat products, bone, tallow, tallow products, poultry products, foods offals, raw hides, MBM, Dung of Big and small buffalo sheep & goat and to manufacture, process, prepare, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principal or agents in all kinds of livestock products.
- ii) **Date of commencement of commercial production:** Not applicable (Company is an existing company).
- iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- iv) **Financial performance based on given indicators:**

Particulars	Standalone		Consolidated	
	31.03.2025 (Amount in Millions)	31.03.2024 (Amount in Millions)	31.03.2025 (Amount in Millions)	31.03.2024 (Amount in Millions)
Total Revenue from operations including other income	49411.26	47061.99	52143.72	48619.72
Less Expenditure	48503.04	45596.68	50887.68	47288.15
Profit /(Loss) Before Tax	908.24	1465.31	1256.05	1331.57
Less: Tax Expenses	306.51	358.39	379.13	325.73
Profit/(Loss) After Tax	601.73	1106.92	876.91	1005.84
Other Comprehensive Income	1.27	105.32	(0.78)	109.75
Total Comprehensive Income for the year	603.00	1212.26	876.14	1115.59
Balance carried to Balance Sheet	601.73	1106.92	876.91	1005.84

- v) **Foreign investments or collaborations:** The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

II. Information about the Directors:

i. Background details:

Mr. Bhabani Sankar Acharya is a highly accomplished legal, compliance, and regulatory leader with an extensive career spanning government, regulatory authorities, and corporate legal governance. A former senior official of the Food Safety and Standards Authority of India (FSSAI), he brings deep expertise in legal strategy, regulatory compliance, and risk management, coupled with strong leadership in overseeing complex legal and operational frameworks.

With a distinguished background in regulatory enforcement, Mr. Acharya has demonstrated exceptional capability in interpreting and implementing legal frameworks, ensuring compliance with evolving laws, and safeguarding organizational interests. His prior leadership role at FSSAI involved overseeing regulatory enforcement across multiple states, strengthening food safety systems, and collaborating with diverse stakeholders at national and regional levels.

- ii. **Past Remuneration: Past Remuneration:** During the preceding three financial years, Mr. Bhabani Sankar Acharya was associated with the Company in the capacity of a consultant and was remunerated accordingly. He was not receiving any remuneration in the capacity of a director during the said period.
- iii. **Recognition or Awards:** None
- iv. **Job Profile and his suitability:** Mr. Bhabani Sankar Acharya is entrusted with the overall responsibility of the Company's legal, compliance, and corporate legal governance. He possesses a strong understanding of regulatory frameworks and organizational processes, making him well-suited for a leadership role in legal compliance and legal governance functions.
- v. **Remuneration proposed:** Gross Salary of ₹1,25,000/- per month, with authority to the Board to revise the same from time to time within the limits prescribed under applicable laws.
- vi. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** As mutually decided between Mr. Bhabani Sankar Acharya and Board of Directors.
- vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:** Mr. Bhabani Sankar Acharya neither have any Pecuniary relationship directly or indirectly with the Company nor any relationship with the new Management.

Details of Directors Seeking Appointment/Fixation of Director's Remuneration, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)

Name of Director	Mr. Bhabani Sankar Acharya
DIN	11679213
Designation	Director
Age	62 Years (30/06/1963)
Qualifications	He holds a Bachelor of Technology (B.Tech.) in Food Technology and Biochemical Engineering and a Master of Business Administration (MBA) with specialization in Marketing and Finance, and possesses relevant industry experience.
Experience	He possesses extensive experience in legal strategy, regulatory compliance, and risk management, and has been instrumental in ensuring compliance with applicable laws and strengthening internal governance frameworks.
Terms and Conditions of appointment / reappointment	As set out in detail in the Explanatory Statement annexed to Item No. 5 & 6.
Details of Remuneration sought to be paid	Rs. 1,25,000/- p.m.
Date of first appointment on the Board	--
Shareholding in the Company	--
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is also not related to any of the Directors, Key Managerial Personnel or Manager of the Company.
Number of Meetings of the Board attended during the Financial Years 2025-26 (Meetings held till the date of this Notice)	Nil
Other Directorships (All Companies excluding this Company and Foreign Companies)	NIL
Membership / Chairmanship of Committees of other Boards (Only committees constituted under the Companies Act, 2013, are considered)	Nil

Except Mr. Bhabani Sankar Acharya being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at **Item No. 5 & 6** of the accompanying Notice.

Item No. 7: Re-Appointment of Mr. Gaurav Rajendra Luthra (DIN: 08023492) as a Non-Executive Independent Director of the Company

Mr. Gaurav Rajendra Luthra (DIN: 08023492) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on **June 3, 2021** as Non-Executive Independent Director. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. 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 (LODR) Regulations, 2015, Mr. Gaurav Rajendra Luthra, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from **June 3, 2026 up to June 2, 2031**.

Pursuant to following provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier.
- The Appointment, Re-Appointment or Removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

Mr. Gaurav Rajendra Luthra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in Form DIR-2 to act as a Director. Further, the Company has received declarations from him stating that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such Statutory / Regulatory Authority. Mr. Gaurav Rajendra Luthra 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 as an Independent Director of the Company. He is independent of the Management of the Company and holds valid Registration Certificate with the Databank of Independent Directors.

Mr. Gaurav Rajendra Luthra is an experienced Chartered Accountant with an exemplary track record of more than 21 years in all facets of Advisory and Taxation Industry. In the opinion of the Board, Mr. Gaurav Rajendra Luthra 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 for his re-appointment as a Non-Executive Independent Director of the Company.

The Board considers that continued association of Mr. Gaurav Rajendra Luthra, who 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 for reappointment as Independent Director, would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gaurav Rajendra Luthra as an Independent Director.

Mr. Gaurav Rajendra Luthra shall be paid remuneration by way of fee for attending meetings of the Board and reimbursement of expenses for participating in such meetings as recommended by the Nomination and Remuneration Committee.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Gaurav Rajendra Luthra as a Non-Executive Independent Director for another term of five consecutive years with effect from **June 3, 2026 to June 2, 2031**, for the approval by the Members of the Company.

Except Mr. Gaurav Rajendra Luthra being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at **Item No. 7** of the accompanying Notice.

Additional Information of Directors Seeking Appointment/Fixation of Director’s Remuneration, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)

Name, Director Identification Number (DIN) and designation of the Director	:	Gaurav Rajendra Luthra Non –Executive Independent Director
Age	:	August 01, 1982 Age: 43 years
DIN	:	08023492
Qualifications	:	Chartered Accountant
Nature of skills /expertise / in specific functional areas of the Company	:	He possesses expertise in the areas of investment advisory and personal wealth management for high net-worth individuals (HNIs), capital market consultancy including advisory on investments and initial public offerings (IPOs), internal and statutory audit, as well as accounting and taxation. His experience enables him to contribute effectively towards financial oversight, compliance, and strategic decision-making of the Company.
Terms and Conditions of appointment	:	<p>It is proposed to appoint Mr. Gaurav Rajendra Luthra as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from June 3, 2026 up to June 2, 2031. He shall not be liable to retire by rotation during his tenure as an Independent Director.</p> <p>Mr. Luthra meets the criteria of independence as prescribed under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has given a declaration to that effect.</p> <p>He shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof, and reimbursement of expenses for participation in such meetings, as approved by the Board from time to time. He may also be entitled to profit-related commission, if any, as may be approved by the Board and shareholders within the limits prescribed under applicable laws.</p> <p>The appointment of Mr. Luthra shall be governed by the terms and conditions as set out in the letter of appointment, which is available for inspection by the members at the registered office of the Company and is also placed on the website of the Company. He shall abide by the Code for Independent Directors as outlined in Schedule IV to the Companies Act, 2013 and the Company’s Code of Conduct.</p>

Experience (including expertise in specific functional area)/Brief Resume	:	Mr. Gaurav Rajendra Luthra is a qualified Chartered Accountant with an exemplary track record of over 21 years of experience in the fields of advisory and taxation. He possesses extensive expertise in financial advisory, taxation, audit, and regulatory compliance, and has been actively involved in providing strategic guidance to various organizations.																				
Date of first appointment on the Board	:	June 03, 2021																				
Shareholding in the Company	:	Nil																				
Relationship with other Directors/ Key Managerial Personnel	:	Not related to any Director / Key Managerial Personnel of the Company																				
Remuneration last drawn	:	Nil: He was not on the Board of the Company during the preceding period. He shall be entitled to sitting fees for attending meetings of the Board and Committees thereof, as may be approved by the Board from time to time.																				
Number of meetings of the Board attended during the financial year (2025-2026)	:	8 (Eight)																				
Directorships in listed companies and other Directorship	:	<ul style="list-style-type: none"> • Puraveeraj Advisory Services Pvt Limited • Shree Riddhi Siddhi Buildwell Limited • Radhika Opto Electronics Limited 																				
Membership/Chairmanship of Committees of other Boards	:	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of Company</th> <th>Type of Committee</th> <th>Chairperson /Member</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Shree Riddhi Siddhi Buildwell Ltd.</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>2.</td> <td>Shree Riddhi Siddhi Buildwell Ltd.</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>3.</td> <td>Radhika Opto Electronics Ltd.</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>4.</td> <td>Radhika Opto Electronics Ltd.</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	S. No.	Name of Company	Type of Committee	Chairperson /Member	1.	Shree Riddhi Siddhi Buildwell Ltd.	Audit Committee	Chairperson	2.	Shree Riddhi Siddhi Buildwell Ltd.	Nomination and Remuneration Committee	Member	3.	Radhika Opto Electronics Ltd.	Audit Committee	Member	4.	Radhika Opto Electronics Ltd.	Nomination and Remuneration Committee	Member
S. No.	Name of Company	Type of Committee	Chairperson /Member																			
1.	Shree Riddhi Siddhi Buildwell Ltd.	Audit Committee	Chairperson																			
2.	Shree Riddhi Siddhi Buildwell Ltd.	Nomination and Remuneration Committee	Member																			
3.	Radhika Opto Electronics Ltd.	Audit Committee	Member																			
4.	Radhika Opto Electronics Ltd.	Nomination and Remuneration Committee	Member																			
Resignation during past 3 years from listed companies	:	Resigned from Kalind Limited w.e.f March 17, 2026																				

Item No. 8: Shifting of Registered Office of the Company From “State of Uttar Pradesh” to “National Capital Territory (NCT) of Delhi”

The members are requested to note that the Company’s registered office is currently situated at 18A/5/3 Tajview Crossing Fatehabad Road Agra Uttar Pradesh-282001.

In view of the Company’s growth strategy, expansion plans and the need for improved administrative efficiency, operational convenience and better access to regulatory and business infrastructure, it is proposed to shift the Registered Office of the Company from the “**State of Uttar Pradesh**” to the “**National Capital Territory of Delhi**”. The proposed relocation is expected to enhance overall operational effectiveness and support the Company’s long-term strategic objectives the Company with consent of the members and subject to the approval of the Central Government propose to shift its Registered Office from **State of Uttar Pradesh** to “**National Capital Territory of Delhi**”. The aforesaid shifting of the registered office will result in change in the jurisdiction from the Registrar of Companies, Uttar Pradesh to the jurisdiction of Registrar of Companies, National Capital Territory of Delhi.

The members shall further note that the Board of Directors of your Company has approved the aforesaid proposal by unanimously passing a resolution on **April 25, 2026**. Further, the said proposal shall not be detrimental to the interests of the stakeholders of the Company including but not limited to its shareholders, creditors or employees, and/ or the public at large in any manner whatsoever. In terms of the provisions of Section 12 and 13 of the Companies Act, 2013 read with rules made thereunder, an approval of the members of the Company by way of Special Resolution, which is subject to the approval by Central Government (powers are delegated to the Regional Director), Ministry of Corporate Affairs and/ or other appropriate authorities, shall be required for shifting the Registered Office of the Company from one state to another state and consequent changes in the Memorandum of Association of the Company.

A copy of the restated Memorandum of Association of the Company along with this notice shall be open for inspection in electronic form for the duration of the meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the aforesaid resolution, except to the extent of their shareholding in the Company, if any.

Your directors recommend the resolution as set out under Item no. of the notice for your approval by way of passing a Special Resolution.

**By Order of the Board of Directors
For HMA Agro Industries Limited
Sd/-
Nikhil Sundrani
Company Secretary & Compliance Officer
FCS No. 13843**

Date: April 25, 2026

Place: Agra

Registered Office: 18A/5/3 Tajview crossing Fatehabad Road,
Agra, Uttar Pradesh, India-282001

CIN: L74110UP2008PLC034977

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