

NOTICE OF POSTAL BALLOT

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

To
All Members,
HINDCON CHEMICALS LIMITED

Notice is hereby given pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 (“**Act**” or “**Companies Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the General Circular Nos. 14/2020 dated 8th April 2020 and the last Circular No. 9/2024 dated 19th September, 2024 (the “**Relevant Circulars**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, to transact the below mentioned proposed special businesses by the members of the **Hindcon Chemicals Ltd.** (“the Company”) by passing resolutions through postal ballot (“**Postal Ballot**”) only through remote e-voting.

MCA has clarified that for Companies that are required to provide e-voting facility under the Act, while they are transacting any business only by postal ballot up to September 30, 2025, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company need to send Postal Ballot Notice by email only to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not required to be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company at its meeting held on Monday, February 24, 2025 has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary, (Membership No. FCS 3811, C.P No. 3982), as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e- voting.

The results of the Postal Ballot/E-voting along with the Scrutinizer's Report will be posted on Saturday, March 29, 2025 on the Company's website at www.hindcon.com and CDSL website at www.evotingindia.com besides communicating to The National Stock Exchange of India Ltd. (NSE), where the shares of the Company are listed.

The last date of the e-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. AUTHORITY TO BORROW U/S 180(1)(C) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of the resolutions passed earlier and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company and Committee thereof (the “Board”) to borrow such sum of moneys, as and when required at its discretion, with or without security from banks(s), Financial Institution(s), any Body Corporate entity(ies), authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time and upon such terms and conditions as the Board or Committee thereof may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company, if any, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital of the company and its free reserves provided that, the total amount so borrowed by the Board at any point of time, shall not exceed a sum of Rs. 100 crores (Rupees One Hundred Crores Only) or limits so prescribed under Section 180(1) (c) as may be amended from time to time, whichever is higher.

FURTHER RESOLVED THAT the Board of Directors or Committee thereof be and is hereby authorized to do all the necessary acts, deeds, things and matters as may be required for the aforesaid purposes.”

2. APPROVE CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of the resolutions passed earlier and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage and/or create charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings.

FURTHER RESOLVED THAT the Board of Directors or Committee thereof be and is hereby authorized to do all the necessary acts, deeds, things and matters as may be required for the aforesaid purposes.”

3. RE-APPOINTMENT OF MR. RAMSANATAN BANERJEE (DIN: 05191594) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and/or any other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded for the re-appointment of **Mr. Ramsanatan Banerjee (DIN: 05191594)**, as a Whole-time Director & Key Managerial Personnel of the Company for a period of 5 (five) years w.e.f. February 24, 2025, on such terms and conditions including remuneration, asset out in the statement annexed to the Notice convening this meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Banerjee, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

FURTHER RESOLVED THAT the Board of Directors or Committee thereof be and is hereby authorized to do all the necessary acts, deeds, things and matters as may be required for the aforesaid purposes.”

4. RE-APPOINTMENT OF MRS. NILIMA GOENKA (DIN: 00848225) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and/or any other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded for the re-appointment of **Mrs. Nilima Goenka (DIN: 00848225)**, as a Whole-time Director of the Company for a period of 5(Five) years on expiry of her present terms of office, i.e. w.e.f. June 1, 2025, on such terms and conditions including remuneration, asset out in the statement annexed to the Notice convening this meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Mrs. Goenka, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

FURTHER RESOLVED THAT the Board of Directors or Committee thereof be and is hereby authorized to do all the necessary acts, deeds, things and matters as may be required for the aforesaid purposes.”

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

Registered office:
62/B, Braunfeld Row
Kolkata – 700 027

Date: 24.02.2025

sd/-
Sanjay Goenka
Chairman & Managing Director
DIN: 00848190

NOTES:

1. **Explanatory Statement setting out all the material facts concerning the proposed special business and reasons thereof pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are annexed to this Notice.**
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as at the closing hours of business on **February 14, 2025** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 dated April 13, 2020.
3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed **Central Depository Services (India) Limited** (hereinafter referred to as “CDSL”) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).
4. This Postal Ballot Notice will also be available on the Company’s website at www.hindcon.com, website of the Stock Exchange i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com and also on the website of CDSL at www.cdsl.com.
5. In accordance with the MCA and SEBI Circulars, the Company is sending this Notice for Postal Ballot to the members in electronic form only and hard copy of 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 would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of e-voting. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company’s Share Transfer Agent at nichetechpl@nichetechpl.com. Member(s) may also intimate the same to the Company by writing an email at contactus@hindcon.com. The members shall provide the following information in the email

Full Name:

No of shares held:

Folio Number (if shares held in physical) and PAN:

Share certificate number (if shares held in physical) and PAN:
DP ID & Client ID (if shares are held in demat):
Email id to be registered and Mobile No.:

- b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to nichetechpl@nichetechpl.com or contactus@hindcon.com.
- c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. Niche Technologies Private Limited, by following due procedure.
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **March 29, 2025** in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Kolkata.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolution proposed to be passed at the General Meeting, by electronic means. The instructions for e-voting are given in this Notice. **E-Voting will commence on February 27, 2025 at 10.00 A.M. and will end on March 29, 2025 at 5.00 P.M.** The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system. E-Voting shall not be allowed beyond the said time & date.
10. The Company has appointed **Mr. Santosh Kumar Tibrewalla, (Membership No. FCS. 3811, C.P No 3982)** Practicing Company Secretary (peer reviewed), as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
11. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before March 29, 2025 and after the completion of his Scrutiny, submit his report to the Chairman of the Company on March 29, 2025. The Result shall be announced by the Chairman of the Company on March 29, 2025 at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. March 29, 2025 will be taken to be date of passing the resolution.

12. The results of the postal ballot will be placed on the Company's website at contactus@hindcon.com and CDSL at www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed i.e. CSE in accordance with the provisions of SEBI Listing Regulations.

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

- i. **The E-Voting period begins on Thursday, February 27, 2025 at 10:00 A.M. and ends on Saturday, March 29, 2025 at 5:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) of **Friday, 14th February, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iii. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-Id in their demat accounts in order to access e-Voting facility.

Pursuant to the above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easy / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.

HINDCON CHEMICALS LIMITED

CIN: L24117WB1998PLC087800

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

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

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

	<p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number & E-mail Id as recorded in the Demat Account. After successful authentication, user will be able to see thee-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to -Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

HINDCON CHEMICALS LIMITED

CIN: L24117WB1998PLC087800

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

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

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

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

V. Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

	For Shareholders holding shares in Demat Form other than Individual and Physical Form
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HINDCON CHEMICALS LIMITED

CIN: L24117WB1998PLC087800

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

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

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

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

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

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address viz; contactus@hindcon.com (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ID/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA Email-id**.
2. **For Demat shareholders** - please update your e-mail id & mobile number with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** – Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Information:

1. Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the Postal Ballot by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. **Friday, February 14, 2025** shall view the Notice of the Postal Ballot on the Company's website or on the website of CDSL. Such persons may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by e-Voting.
2. Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, February 14, 2025**. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Every Client ID No. / Folio No. will have one vote, irrespective of number of joint holders.

Scrutinizer's Report and Declaration of results

1. The Scrutinizer shall, after the conclusion of e-voting, first count the votes cast vide e-voting and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of thee-Voting.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hindcon.com and on the website of CDSL i.e. www.evotingindia.com. The Company shall simultaneously forward the results to the CSE Ltd., where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1

For carrying on day to day activities of the Company, it may require funds. The Board of the Company proposed to borrow fund from banks, financial institutions, bodies corporates and any other lenders as may be required in future. It is considered appropriate to increase the borrowing limit upto Rs.100.00 crores. To borrow the money beyond limits as prescribed under section 180(1)(c) of the Companies Act, 2013 and rules made thereunder, the Company is required to take approval from shareholders by means of special resolution.

Your consent is, therefore, sought to authorize the Board of Directors to borrow up to Rs.100.00 crores (Rupees Hundred crores only) as outstanding at any time in excess of the paid-up Capital and Free Reserves of the Company from time to time as set out in the resolution.

Accordingly, approval of the Members is being sought for enhancing the limit as detailed hereinabove.

The Board recommends the resolution as set forth in Item no. 1 for the approval of the members of the Company.

None of the Directors, KMP or their relatives are in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 2

The Company need to mortgage / create charge on the properties of the Company in favour of the lenders to secure their money for the money borrowed / to be borrowed by the Company or other group/associated Companies. As per the provisions of section 180(1)(a) of the Companies Act, 2013, the Shareholders need to authorize the Board of the Company to pledge, mortgage and/or create charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings.

Accordingly, approval of the Members is being sought for creation of charges as detailed hereinabove.

The Board recommends the resolution as set forth in Item no. 2 for the approval of the members of the Company.

None of the Directors, KMP or their relatives are in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 3

The present terms of appointment of **Mr. Ramsanatan Banerjee (DIN: 05191594)** as a Whole Time Director has expired and the Nomination & Remuneration Committee at its meeting held on 24th February, 2025 had recommended his re-appointment for a further period of 5 (five) years with effect from February 24, 2025 and the same was approved by the Board of Directors in its meeting held on 24th February, 2025 subject to the approval of members in the ensuing Annual General Meeting of the Company. The remuneration, perquisites payable to Mr. Ramsanatan Banerjee and other terms & conditions as recommended by the Nomination and Remuneration Committee, subject to provisions of section 197 and Schedule V of the Companies Act, 2013 are as follows :-

- I. **Remuneration:** Rs. 85,000/- per month and such increments as may be decided by the Board of Directors from time to time and subject to the permissible limit as provided by the Schedule V of the Companies Act, 2013.
- II. **Perquisites:** In addition to the salary he shall be entitled to the following perquisites which, may be reviewed by the Board from time to time.
 - a. **Provident Funds:** - As per the Company's policy.
 - b. **Other Benefits:**
 1. His office shall be liable to determination by retirement of Directors by rotation.
 2. He will not be entitled to leave on full day and allowances as per the rules of the Company but not more than one month's leave for every eleven months of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962. Casual and sick leave on full pay and allowance as per the rules of the Company.
 3. He shall be entitled for reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to the rules of the Company framed from time to time.
 4. He shall be reimbursed actual out of the pocket expenses incurred by him in the course of discharging his duties in the capacity of Whole-time Director.
 5. Either party may terminate the agreement by giving 3 (three) months' notice in writing to other party or remuneration in lieu thereof without assigning any reason.
 6. Mr. Ramsanatan Banerjee, as long as he functions as such, shall not be paid any sitting fees for attending meeting of the Board Meeting or any Committee, if any, thereof.
 7. In the absence or inadequacy of profit of the Company in any Financial Year, he shall be entitled to receive aforesaid remuneration as minimum remuneration or such higher remuneration as is permissible under the Section 197 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approved by the Board.

HINDCON CHEMICALS LIMITED

CIN: L24117WB1998PLC087800

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

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

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

Mr. Ramsanatan Banerjee has completed his second year Bachelor of Commerce from University of Burdwan. He possesses 45 years of rich work experience in various fields such as purchase, production, marketing, finance and accounts. Presently, he is entrusted with the responsibility to oversee raw material procurement and logistics function in the Company.

Mr. Banerjee does not hold any equity shares of the Company in his own name.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company needs to obtain approval from Shareholders for re-appointment of Mr. Ramsanatan Banerjee at next General Meeting or within a period of three months from the date of re-appointment, whichever is earlier.

The Company has received a declaration from Mr. Ramsanatan Banerjee, confirming his eligibility for re-appointment as a Whole-time Director and has also furnished his consent in writing to act as a Whole-time Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013.

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing ordinary/special resolution.

A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Ramsanatan Banerjee as a Whole-time Director of the Company is annexed hereto which forms part this explanatory statement. Mr. Banerjee is responsible for operation and other functions of the Company. The Board felt that his association with the Company for managing the affairs of the Company would definitely contribute in the performance of the Company and accordingly proposed for his re-appointment.

Except Mr. Banerjee, none of the Directors or any Key Managerial Personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution.

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

The letter of re-appointment issued to Mr. Ransanatan Banerjee setting out the terms of his re-appointment is open for inspection at the Registered Office and Corporate Office of the Company by any members during business hours on all working days except Saturday and also at the venue of the Annual General Meeting in physical mode.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the

Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 4

The present terms of appointment of **Mrs. Nilima Goenka (DIN: 00848225)** as a Whole Time Director would expire on May 31, 2025. The Nomination & Remuneration Committee at its meeting held on 24th February, 2025 had recommended her re-appointment for a further period of 5 (five) years with effect from June 1, 2025 and the same was approved by the Board of Directors in its meeting held on 24th February, 2025, subject to the approval of members in the ensuing Annual General Meeting of the Company. The remuneration, perquisites payable to Mrs. Nilima Goenka and other terms & conditions as recommended by the Nomination and Remuneration Committee, subject to provisions of section 197 and Schedule V of the Companies Act, 2013 are as follows :-

- **Salary :** Rs. 3,00,000/- per month and such increment as may be decided by the Board from time to time and subject to the permissible limit as provided in Schedule – V of the Companies Act, 2013.
- **Perquisites:** In addition to Salary she shall be entitled to the following perquisites which, may be reviewed by the Board from time to time.
- **Provident Fund:** As per rules of the Company.
- **Other Benefits:**
 - i. Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.
 - ii. She shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
 - iii. She shall be reimbursed out of pocket expenses as may be incurred by her in the course of discharging her duties in her capacity as an Executive Director.
 - iv. Her office shall be liable to retirement by rotation.
 - v. Mrs. Nilima Goenka, as long as she functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee, if any thereof.
 - vi. In the absence or inadequacy of profit of the Company in any financial year, she shall be entitled to receive aforesaid remuneration as minimum remuneration or such higher remuneration as is permissible under Section 197 read with Schedule V of Companies Act,

2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approved by the Board.”

Mrs. Nilima Goenka is H.S. in Commerce and is specialized in the area of administrative skills.

Mrs. Nilima Goenka holds 73,32,470 equity shares of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company needs to obtain approval from Shareholders for re-appointment of Mrs. Goenka at next General Meeting or within a period of three months from the date of re-appointment, whichever is earlier.

The Company has received a declaration from Mrs. Goenka, confirming her eligibility for re-appointment as a Whole-time Director and has also furnished her consent in writing to act as a Whole-time Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. She is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013.

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.

A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Ms. Nilima Goenka as an Executive Director is annexed hereto which forms part of this explanatory statement.

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

The Board recommends the special resolution as set forth in Item no. 4 for the approval of the members of the Company.

The draft letters of re-appointment to be issued to Ms. Nilima Goenka setting out the terms of her appointment is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

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

Registered office:
62/B, Braunfeld Row
Kolkata – 700 027

Date: 24.02.2025

sd/-
Sanjay Goenka
Chairman & Managing Director
DIN: 00848190

ANNEXURE TO THE EXPLANATORY STATEMENT:

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

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

Sl. No.	Name of the Director	Mr. Ramsanatan Banerjee	Mrs. Nilima Goenka
1.	DIN	05191594	00848225
2.	Date of Birth and Age	2 nd October, 1956 68 Years	24 th August, 1969 55 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	4 th February, 2012	1 st June, 2017
5.	Remuneration last drawn / Past Remuneration	10.20 lakhs	36.00 lakhs
6.	No. of shares held in the Company	Nil	73,32,470
7.	Qualification & Expertise in specific functional area / Background details /Job profile and his suitability	Bachelor of Commerce from University of Burdwan and expertise in purchase, production, marketing, finance and accounts.	H.S. in Commerce and Expertise in Administration of Company
8.	Recognitions / Awards	NIL	NIL
9.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as an Executive Director of the Company	The Board is of the opinion that the proposed remuneration is commensurate with her role and responsibility as an Executive Director of the Company
10.	Pecuniary relationship directly or indirectly with the Company	No pecuniary relationship with the Company except Managerial Remuneration.	No pecuniary relationship with the Company except Managerial Remuneration.
11.	No. of Board Meetings Attended	4 (Four)	4 (Four)
12.	List of other listed Companies in which Directorships held as on date.	NIL	NIL
13.	List of other Companies in which Directorships held as on date.	NIL	NIL

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14.	Chairman/ Member of the Committee of the Board of other Companies in which he/she is a Director as on date.	NIL	1. Stakeholder Relationship Committee 2. Corporate Social Responsibility Committee
15.	Disclosure of relationship between Directors inter-se/Managerial Personnel	NIL	Mr. Sanjay Goenka, Chairman & Managing Director-Spouse Mr. Vansh Goenka, President - Son

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

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

(Rs in Lakhs)

	<u>31.03.2024</u>	<u>31.03.2023</u>	<u>31.03.2022</u>
Turnover (Gross):	6167.01	8165.00	6370.31
Net Profit/(Loss) :	638.40	430.96	473.01

- 5) Foreign investments or collaborations, if any: No investment is made by the Company during financial year 2023-24.

II. Information about the appointee:

Name of the appointee	Ramsanatan Banerjee	Nilima Goenka
Background details	Mr. Ramsanatan Banerjee is a Commerce Graduate and is of 68 years of age	Mrs. Nilima Goenka is H.S. in Commerce and 55 years of age
Past remuneration (Rs. In Lakhs)	10.20 Lakhs	36.00 Lakhs
Recognition or awards	NIL	NIL
Job profile and his suitability	Production & Marketing	Administration of Company

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Remuneration proposed	As provided in the notice	As provided in the notice
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as an Executive Director of the Company.	The Board is of the opinion that the proposed remuneration is commensurate with her role and responsibility as an Executive Director of the Company.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Mr. Banerjee has no other pecuniary relationship with the Company except his managerial remuneration.	Mrs. Goenka has no other pecuniary relationship with the Company except her managerial remuneration. Mrs. Goenka is spouse of Mr. Sanjay Goenka. Mr. Vansh Goenka, President - Son

III. Other information:

- i) **Reasons of loss or inadequate profits:** During the year 2023-24, in spite of best efforts, the quantum of net profit could not meet the limits as required for payment to Executive Directors resulting inadequacy.
- ii) **Steps taken or proposed to be taken for improvement:** Various measures and suitable steps have been taken to reduce the cost of production & to cope with the unfavorable climatic conditions for increasing efficiency/ productivity/ quality in the coming years.
- iii) **Expected increase in productivity and profitability in measurable terms:** The Company expects substantial increase in production and significant profitability after implementation of its necessary steps for improvement.

IV. Disclosures:

The requisite disclosure with respect to Mr. Ramsanatan Banerjee and Mrs. Nilima Goenka has been set out in item no. 3 & 4 of the Explanatory Statement annexed to the notice of Postal Ballot.

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

Registered office:
62/B, Braunfeld Row
Kolkata – 700 027.

Date: 24.02.2025

sd/-
Sanjay Goenka
Chairman & Managing Director
DIN: 00848190