

HINDUSTAN GUM & CHEMICALS LIMITED

Regd. Office: - Birla Colony, Bhiwani-127021 (Haryana)

CIN-U24299HR1962PLC007739

Telephone: - 01664-243891,92

Email: - bhiwani@hindustangum.com

Website: - www.hindustangum.com

NOTICE OF ADJOURNED 63RD (SIXTY-THIRD) ANNUAL GENERAL MEETING

NOTICE is hereby given that Adjourned 63rd (Sixty-Third) Annual General Meeting of the Members of Hindustan Gum & Chemicals Limited (which had been convened on Tuesday, the 16th day of September 2025 at 12:15 P.M. (IST) whereat the consideration of the under noted items of business was adjourned sine die) will be held on Friday, 24th October 2025 at 11:00 A.M. (IST) at Registered Office of the Company at Birla Colony, Bhiwani – 127021 to transact the following business:

Ordinary Business:

1. *Item No. 3 of original notice: To appoint a Director in place of Mr. Harsh V. Lodha (DIN-00394094), who retires by rotation and, being eligible, offers himself for re-appointment.

2. *Item No. 4 of original notice: To appoint a Director in place of Mr. Dhanraj Bansal (DIN-00050612), who retires by rotation and, being eligible, offers himself for re-appointment.

3. *Item No. 5 of original notice: To appoint a Director in place of Mrs. Manjari Ashok Kacker (DIN-06945359), who retires by rotation and, being eligible, offers herself for re-appointment.

* **Please refer to attached Notes relating to Item No. 3, 4 & 5 of the Original Notice.**

Registered Office:
Birla Colony
Bhiwani (Haryana)
CIN: U24299HR1962PLC007739
Email:- bhiwani@hindustangum.com
Website:- www.hindustangum.com

Date:- 27th September 2025
Place:- Bhiwani

By order of the Board of Directors
For Hindustan Gum & Chemicals Limited



Ankur Khetan
GM (Accounts & Finance) and
Company Secretary
Membership No.- ACS45384

Notes regarding adjourned Annual General Meeting:

- * Voting on item no. 3, 4 & 5 of original notice was restrained by an ad-interim order dated 15th September 2025 passed by the **Learned 1st Civil Judge, Sr. Division, Alipore**, thus, after transacting the business as specified in item no. 1, 2, 6 & 7 of the original notice in the meeting held on 16th day of September 2025, the meeting was adjourned sine die in respect of the item no. 3, 4 & 5 of original notice dated 2nd July 2025.

Subsequently, the Company and Mr. Harsh V. Lodha, Chairman of the Company preferred two separate appeals, being Misc. Appeal No. 320 of 2025 and Misc. Appeal no. 321 of 2025 and an interim order dated 25th September 2025 has been passed by the Learned District Judge, South 24-Parganas at Alipore, granting a stay on the operation of the impugned order dated 15th September 2025, passed in Title Suit No. 1459 of 2025, till 6th November 2025, in Misc. appeal no. 321 of 2025.

Now, the adjourned 63rd Annual General Meeting is being held to transact the item no. 3, 4 & 5 of original notice.

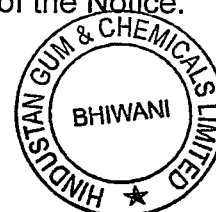
Other Notes:

- i. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself or herself and the proxy need not be a Member of the Company.** Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
- ii. A member holding more than ten percent of total share capital of the company carrying **voting** rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
- iii. Members/Proxies are requested to bring the Attendance Slip duly filled in and signed for attending the Meeting.
- iv. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- v. Members holding shares in physical form are requested to notify to the Company through email at bhiwani@hindustangum.com quoting their folio number, any change in their registered address along with a copy of any one of the address proof i.e. Voter Identity Card, Aadhaar Card, Electric/Telephone Bill, Driving License, Passport or Bank Statement and any change in Bank mandate along with original cancelled cheque leaf/attested bank passbook showing name of the Account Holder. Members holding shares in Demat form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or



its Registrar and Share Transfer Agent will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialized form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants.

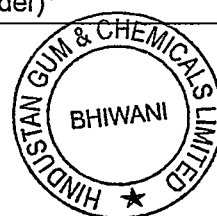
- vi. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to attend Annual General Meeting through their authorized representatives are requested to send to the Company, a certified copy of the relevant Board Resolution/Authority letter/Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
- vii. The relevant details of the Directors seeking re-appointment as required by Secretarial Standard on General Meetings which was annexed with the original Notice dated 2nd July 2025 is reproduced again as **Annexure-A** to this Notice.
- viii. During the period beginning 24 hours before the time fixed for the commencement of Adjourned Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. Statutory Registers and documents referred to in the accompanying Notice of adjourned meeting shall be open for inspection at the Registered Office of the Company during business hours between 10 A.M. to 12 Noon on any working day excluding Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.
- ix. The Notice of the adjourned AGM along with the Attendance Slip, Proxy Form, Route Map of the venue of the Meeting and are being sent to all the Members whose email IDs are registered with the company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. The Notice of adjourned AGM for the financial year 2024-25 will also be available on the Company's website at www.hindustangum.com.
- x. At the 60th Annual General Meeting held on 26th September 2022, the members had approved the re-appointment of Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) as Statutory Auditor of the Company to hold office for second term of 5 (five) consecutive years from the conclusion of that AGM till the conclusion of the 65th Annual General Meeting of the Company to be held in the year 2027.
- xi. General Guidelines for shareholders**
 - a. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Company as on 24th October 2025 only shall be entitled to avail the facility of voting.
 - b. In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote at the AGM.
- xii. Route map to the venue of the Meeting is provided at the end of the Notice.



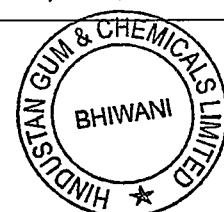
ANNEXURE 'A' TO ITEM NOS. 3, 4 & 5 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting in pursuance to Secretarial Standard on General Meetings] (As on 31st March, 2025)

	01
Name of the Director	Mr. Harsh V Lodha
DIN	00394094
Date of Birth and Age	13.02.1967 (58 years)
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	05.05.2004
Qualifications	Bachelor of Commerce Degree from Calcutta University and Chartered Accountant
Experience (including nature of expertise in specific functional areas) / Brief Resume	Mr. Harsh V. Lodha has over 37 years of experience in the fields of business, finance, advisory and consultancy. He is the Chairman of Birla Corporation Limited, RCCPL Private Limited, Universal Cables Ltd., Vindhya Telelinks Ltd., Birla Cable Limited, Birla Furukawa Fibre Optics Pvt. Ltd. and Hindustan Gum & Chemicals Limited. He also serves as Trustee and Managing Committee Member of many social and philanthropic organizations including Bombay Hospital & Medical Research Centre, Belle Vue Clinic, M. P. Birla Institute of Fundamental Research (M.P. Birla Planetarium), South Point Education Society amongst others. He is an executive committee member of the Indian Chamber of Commerce. He has served as the member of the executive committee of FICCI and as the Co-Chairman of its Young Leaders Forum amongst other committees. He also has been on the Managing Committee of Assocham. He has served as a member of the Accounting Standards Board of the Institute of Chartered Accountants of India and on the Board of several other leading companies in the past. He has served as partner of Lodha & Co, a Chartered Accountant firm for two decades where apart from handling audits of several large publicly quoted companies in India amongst other professional work, he was involved in several advisory assignments in the fields of international takeovers and financing, domestic financing, project structuring, capital mobilisation, joint ventures/collaborations, mergers/ reconstructions and rehabilitation. Mr. Lodha has served as the Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar and as Vice Consul of the Republic of Philippines for Eastern India.
Number of shares held in the Company	One Share (Jointly held with other Shareholder)



List of directorships held in other Companies *	1. Alfred Herbert (India) Ltd. 2. Birla Cable Limited 3. Birla Corporation Limited 4. Birla Furukawa Fibre Optics Pvt. Ltd. 5. J.K. Fenner (India) Limited 6. Oneworld Resources Pvt. Ltd. 7. RCCPL Private Ltd. 8. Universal Cables Limited 9. Vindhya Telelinks Limited 10. Punjab Produce Holdings Ltd. # 11. Baroda Agents and Trading Co. Pvt. Ltd. # 12. East India Investment Co. Pvt. Ltd. # 13. Gwalior Webbing Co. Pvt. Ltd. # 14. The Punjab Produce & Trading Co. Pvt. Ltd. #
Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director	Chairman (i) Stakeholders Relationship Committee of - Birla Corporation Limited (ii) Corporate Social Responsibility Committee of - Birla Corporation Limited - Hindustan Gum & Chemicals Limited - RCCPL Private Limited - The Punjab Produce and Trading Company Private Limited # - Universal Cables Limited - Vindhya Telelinks Limited - Birla Cable Limited (iii) Committee of Directors of - RCCPL Private Limited Member (i) Corporate Social Responsibility Committee of - Gwalior Webbing Co. Pvt. Limited # (ii) Nomination and Remuneration Committee of - Birla Corporation Limited - RCCPL Private Limited
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2024-25 [Out of 4 (Four) held]	4
Terms and conditions of Appointment/ Re-appointment along with details of remuneration last drawn, if applicable	Liable to retire by rotation No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof
Details of Remuneration sought to be paid	Entitled to Sitting Fees for attending Meeting of the Board and the Committee(s) thereof as fixed/may be fixed by the Board of Directors of the Company from time to time



As per the disclosure given by Mr. Harsh V. Lodha, Punjab Produce Holdings Ltd., Baroda Agents & Trading Co. Pvt. Ltd., East India Investment Co. Pvt. Ltd., Gwalior Webbing Co. Pvt. Ltd. and The Punjab Produce & Trading Co. Pvt. Ltd. (all collectively referred to as "companies") have filed Form DIR-12 with the Ministry of Corporate Affairs on the basis of an illegal direction from one of the Administrators Pendente Lite (APL) of the Estate of Priyamvada Devi Birla purportedly acting on the basis of wrongful interpretation of the judgement and order dated 18th September, 2020 of the Learned Single Judge of the High Court at Calcutta that he has "ceased" to be a director in the said Companies. The wrongful act has been done without his knowledge, consent and without any compliance with the provisions of Law which has been challenged by him. As per the disclosure made by him, there has been no cessation of his directorship in any of these Companies. The judgement and order dated 18th September, 2020 was challenged by him in appeal being A.P.O. Nos. 92 of 2020 which has been disposed of by the Hon'ble Division Bench by a judgment and order dated 14th December, 2023 modifying the judgment and order dated 18th September, 2020 of the Learned Single Judge in the light of the observations made in the said judgment and order dated 14th December, 2023. The application being G.A. No. 2 of 2020 and G.A. No. 3 of 2020 filed by him in connection with the illegal and wrongful action of the two of the Joint APLs were also disposed of accordingly. Prior thereto, the Hon'ble Division Bench, by an ad-interim order dated 1st October, 2020 passed in the said appeal, clarified the order dated 18th September, 2020.

All these purported actions/decisions taken by the two of the Joint APLs illegally and without following the due process of law have been nullified by the judgment and order dated 14th December, 2023.

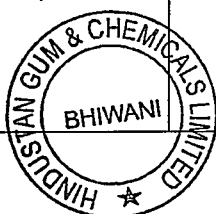
The defendants in the probate suit being T.S. No. 6 of 2004 have preferred Special Leave Petitions from the aforesaid judgment and order dated 14th December, 2023. The Hon'ble Supreme Court has, by an order dated 22nd March, 2024 declined to pass any interim order in such petitions.



ANNEXURE 'A' TO ITEM NOS. 3, 4 & 5 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting in pursuance to Secretarial Standard on General Meetings] (As on 31st March, 2025)

	02	03
Name of the Director	Mr. Dhanraj Bansal	Ms. Manjari Kacker
DIN	00050612	06945359
Date of Birth and Age	01.08.1939 (86 years)	17.04.1952 (73 years)
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	21.11.2008	06.02.2015
Qualifications	Master's Degree in Science from the Birla Institute of Technology & Science, Pilani	Master's degree in chemistry and Diploma in Business Administration
Experience (including nature of expertise in specific functional areas) / Brief Resume	Possesses rich and varied experience of over 60 years in various facets of cable and other industries including in the field of administration, production and marketing. His strengths also include strong relationship management, international alliances/tie ups and business development. He is actively associated with various cable industry forums in India & abroad and also served at the helm of all renowned power & telecommunication cables industry association(s) in India for several years.	More than 44 years of experience in Taxation, Finance, Administration and Vigilance. She was the member of CBDT. She has also served as Functional Director (Vigilance and Security) in Air India and also represented India in International conferences.
Number of shares held in the Company	Nil	Nil
List of directorships held in other Companies *	1. Vindhya Telelinks Limited 2. Birla Cable Limited 3. Birla Furukawa Fibre Optics Pvt. Ltd.	1. DFL Technologies Pvt. Ltd. 2. Reliance Infrastructure Limited
Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director	Chairman (i) Corporate Social Responsibility Committee of - Birla Furukawa Fibre Optics Pvt. Ltd. Member (i) Nomination and Remuneration Committee of - Vindhya Telelinks Ltd. (ii) Stakeholders Relationship Committee of - Vindhya Telelinks Ltd.	Chairperson (i) Audit Committee of - Reliance Infrastructure Limited Member (i) CSR and Sustainability Committee of - Reliance Infrastructure Limited (ii) Risk Management Committee of - Reliance Infrastructure Limited (iii) Nomination and Remuneration Committee of - Reliance Infrastructure



		Limited (iv) Stakeholders Relationship Committee of - Reliance Infrastructure Limited
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board attended during the year 2024-25 [Out of 4 (Four) held]	2	3
Terms and conditions of Appointment/ Re-appointment along with details of remuneration last drawn, if applicable	Liable to retire by rotation No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof	Liable to retire by rotation No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof
Details of Remuneration sought to be paid	Entitled to Sitting Fees for attending Meeting of the Board and the Committee(s) thereof as fixed/may be fixed by the Board of Directors of the Company from time to time	Entitled to Sitting Fees for attending Meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time

* Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies / chambers.

Registered Office:

Birla Colony

Bhiwani (Haryana)

CIN: U24299HR1962PLC007739

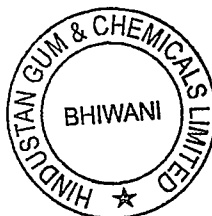
Email:- bhiwani@hindustangum.com

Website:- www.hindustangum.com

Date:- 27th September 2025

Place:- Bhiwani

By order of the Board of Directors
For Hindustan Gum & Chemicals Limited



Ankur

Ankur Khetan
GM (Accounts & Finance) and
Company Secretary
Membership No.- ACS45384

Route Map to "Hindustan Gum & Chemicals Limited", Birla Colony, Bhiwani - 127021

