

HEM HOLDINGS AND TRADING LIMITED

REGD.OFF. 601/602 A FAIRLINK CENTER OFF. ANDHERI LINK ROAD
ANDHERI (W), MUMBAI 400053, TEL NO. 40034768

Email: compliance@hemholdings.com/investors@hemholdings.com

CIN: L65990MH1982PLC026823

Date: 25.08.2025

To,
The Secretary
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400 001

BSE Scrip Code: 505520

Sub: Intimation regarding 43rd Annual General Meeting (AGM) of the Company.

Dear Sir/Madam

This is to inform you that the 43rd Annual General Meeting (AGM) of the Company will be held on Saturday, 27th September, 2025 at 2.00 P.M. through Video Conferencing ("VC") /Other Audio-Visual Means ('OAVM')), in accordance with the relevant circulars issued by the ministry of Corporate Affairs and the Securities and Exchange Board of India.

The details such as manner of (i) registering / updating email addresses, (ii) casting vote through remote e-voting and (iii) attending the AGM through VC / OAVM has been set out in the Notice of the AGM. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and aforesaid Circulars, the Company has engaged the services of CDSL as the authorised agency for conducting of the AGM through VC/ OAVM facility and for providing electronic voting ("e-voting") facility to its members.

Commencement of Remote e-voting: From 09.00 A.M. on 24th September, 2025

End of Remote e-voting: Upto 05.00 P.M. on 26th September, 2025.

Pursuant to Regulation 42 of the SEBI Listing Regulations and Section 91 of the Companies Act, 2013, we hereby inform you that the Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2025 to September 27, 2025 (both days inclusive) for the purpose of 43rd AGM of the Company.

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This information and Annual Report are also available on website of the Company at www.hemholdings.com

This is for your information and record.

Thanking You,

Yours faithfully,

For, Hem Holdings and Trading Limited

**Sangeeta K Shah
Managing Director
DIN: 05322039**

NOTICE

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the members of Hem Holdings and Trading Limited will be held on Saturday, 27th September, 2025 at 2.00 pm through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements for the financial year ended 31st March, 2025 and in this regard, pass the following resolutions as an Ordinary Resolutions.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, adopted and approved.”

2. To appoint a Director in place of Mr. Ketan M Shah (DIN: 00312343) who retires by rotation and being eligible offer himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Ms. Rinku Saini (DIN: 11059678) as an Independent 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 pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Rinku Saini (DIN: 11059678), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from 11th August, 2025 and who holds office till the conclusion of this 43rd Annual General Meeting (AGM) in terms of Section 161 of the Act and SEBI Listing Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term for five year commencing from date of Board’s approval i.e. 11th August, 2025 till 10th August , 2030.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Ms. Rinku Saini (DIN: 11059678), as a Non-Executive Independent Director of the Company.”

4. Appointment of Mr. Himanshu Ashok Agarwal (DIN: 10101174) as an Independent 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 pursuant to provisions of sections 149, 150, 152 and any other applicable provisions

of the Companies Act, 2013 ('Act'), including the rules made thereunder read with Schedule IV to the Act and regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and other applicable provisions of the SEBI Listing Regulations, Mr. Himanshu Ashok Agarwal (DIN: 10101174), who qualifies for being appointed as Independent Director and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from 1st October 2025 up to 30th September 2030.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution”.

5. Appointment of Mr. Jubin Premji Gada (DIN: 10820579) as an Independent 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 pursuant to provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act'), including the rules made thereunder read with Schedule IV to the Act and regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and other applicable provisions of the SEBI Listing Regulations, Mr. Jubin Premji Gada (DIN: 10820579), who qualifies for being appointed as Independent Director and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from 1st October 2025 up to 30th September 2030.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution”.

6. Appointment of Mr. Shubham Arvind Kumar Jain (DIN: 10985882) as a Non-Executive Non-Independent 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 pursuant to the provisions of Section 152 of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Shubham Arvind Kumar Jain (DIN: 10985882) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation of Directors, effective from 01st October, 2025 up to 30th September, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and regulation 17(6) of SEBI Listing Regulations, Mr. Shubham Arvind Kumar Jain be paid such fees as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution”.

7. Appointment of Secretarial Auditors for a term of five consecutive years

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

“RESOLVED THAT pursuant to the provisions of Regulations 24A and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. Meena Naidu & Associates, Company Secretaries (Firm Registration No. S2022CG465700) be and are hereby appointed as Secretarial Auditors of the Company to conduct secretarial audit of the Company for a term of 5 (five) consecutive years with effect from April 01, 2025 until March 31, 2030, on such remuneration as may be decided by the Board of Directors of the Company (“the Board”) (which shall include a Committee of the Board or an official of the Company authorized in this behalf).

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

By Order of the Board of Directors
For, **Hem Holdings and Trading Ltd**

Date: 13.08.2025

Place: Bhilai

Roshni Singhal
Company Secretary

Reg Office: Unit No V-348, The Centrium, 3rd Floor, Kurla Kiroli, LBS, Kurla, Mumbai, Maharashtra, India, 400070

Notes:

1. In compliance with the provisions of the Companies Act, 2013 (‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars, the AGM of the Company is being held through VC / OAVM. The Board of Directors of the Company considered that the special business under Item Nos. 3 to 7 of the accompanying Notice is annexed hereto.

2. Pursuant to the Ministry of Corporate Affairs (‘MCA’) General Circular No. 14/2020 dated April 8, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and various other

circulars issued by the MCA and SEBI and in reference to the recent MCA General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD 2/P/CIR/2024/133 dated October 3, 2024 ('hereinafter collectively referred to as Circulars'), the Annual General Meeting ('AGM/Meeting') of the Company will be held through Video Conferencing ('VC') or Other Audio-Video Means ('OAVM') and accordingly, physical attendance of the Members at the AGM venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

3. In compliance with applicable provisions of the Act read with the MCA Circulars, SEBI Circular dated 12th May, 2020 and the Securities Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards I and II dated 15th April, 2020 and further revised on April 1, 2024 issued by the Institute of Company Secretaries of India ("ICSI"). Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

4. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 43rd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Shareholders may be appointed for the purpose of voting through remote e-Voting, for participation in the 43rd AGM through VC/OAVM Facility and e-Voting during the 43rd AGM.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

6. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report for the Financial year ended 31st March, 2025 is

available on the website of the Company at www.hemholdings.com, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

9. Members of the Company under the category of Institutional Investors are requested to attend and vote at the AGM through VC. Corporate Members/ Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at cscmameena@gmail.com.

10. The Register of Members and Share Transfer Books of the Company will be closed from 21st September, 2025 to 27th September, 2025 (both days inclusive) for the purpose of the Annual General Meeting for the year ended 31st March, 2025.

11 The Notice of AGM is being sent only in electronic mode to those members whose, e-mail addresses are registered with the Company/ RTA or the Depository Participant(s) as on 22nd August, 2025. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and shareholders as on Cut-off date i.e. 19th September, 2025, shall be entitled to exercise his/her vote electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in Annexure-B.

12. CS Meena Naidu, Meena Naidu & Associates, Company Secretaries (CP No. 23853 & Membership No. A28193) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

13. The Scrutinizer shall within a stipulated period from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

14. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizers Report shall be placed on the Company's website www.hemholdings.com and on the website of CDSL within two working days from the conclusion of AGM of the Company and communicated to the Stock Exchange (BSE).

15. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.

16. In all correspondence with the Company or with its Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DPID Number.

17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 3, 2024 read with SEBI Master Circular dated November 11, 2024, Notice of the 43rd AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, the Company will send a letter providing the web-link, including the exact path, where complete details of the Annual Report will be available, to those shareholder(s) who have not registered their email ids with the Company / Company's Registrar and Transfer Agent. Notice of this AGM along with Annual Report for the Financial Year 2024-25 is available on the website of the

Company at www.hemholdings.com website of the Stock Exchanges where the shares of the Company is listed i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the e-voting facility) i.e. www.evotingindia.com.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA.

19. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, 247 Park, LBS Marg, Vikhroli (West) Mumbai - 400083 (MH) Email: rnt.helpdesk@in.mpms.mufg.com Contact No.: 022-49186270.

20. Members are encouraged to express their views /send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at compliance@hemholdings.com. Questions / queries received by the Company till 5.00 p.m. on Thursday, 25th September, 2025 shall only be considered and responded during the AGM.

21 Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

23. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

24. PROCEDURE FOR INSPECTION OF DOCUMENTS:

a. All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company on compliance@hemholdings.com for inspection of said documents; and

b. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@hemholdings.com.

25. Members holding shares in physical form are requested to advise any change in their registered address, E-mail address, Contact Numbers and Bank particulars etc., to the Company's Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, Mumbai quoting their folio number at rnt.helpdesk@in.mpms.mufg.com. Members holding shares in electronic form must send the advice about change in their registered address, E-mail address, Contact Number and bank particulars to their respective Depository Participant and not to the Company.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 (“Act”)]

The following Statement sets out all material facts relating to Item Nos. 3 to 7 mentioned in the accompanying Notice.

ITEM NO.3

The Board of Directors in order to broad base its board composition and on the recommendation of Nomination and Remuneration Committee, appointed Ms. Rinku Saini (DIN: 11059678) as an Additional Director in Independent Category of the Company for a term of five (5) years effective from 11th August, 2025, subject to the approval of the Members of the Company at the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 (‘the Act’) from a member proposing her candidature for the office of an Independent Director. Ms. Rinku Saini (DIN: 11059678) is not disqualified from being appointed as a Director, in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as an Independent Director of the Company. Ms. Rinku Saini (DIN: 11059678) has submitted a declaration of independence as provided in Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. She has also submitted declaration pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018- 19 dated June 20, 2018, stating that she is not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such regulatory authority. She has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. The Board of Director is of the opinion that she fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board recommends the Resolution set out at Item No.3 of the accompanying Notice for approval of the Members of the Company.

Except Ms. Rinku Saini (DIN: 11059678) and her relative, none of the other Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said resolution.

The Board recommends passing of the special resolution as set out at item No. 3 of the Notice for approval by members.

ITEM NO.4

The Board, at its meeting held on 4th August,2025, based on the recommendation of the Nomination and Remuneration Committee (‘NRC’) has proposed to the members of the Company, the appointment of Mr. Himanshu Ashok Agarwal (DIN: 10101174) as an Independent Director, not liable to retire by rotation, who shall hold office for a term of five consecutive years commencing from 1st October 2025 to 30th September 2030. Mr Himanshu Ashok Agarwal is not disqualified from being appointed as a director in terms of section 164 of the Act. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as a director of the

Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines/circulars issued from time to time. In the opinion of the Board, Mr Himanshu Ashok Agarwal fulfils the conditions as specified in the Act read with rules made thereunder and SEBI Listing Regulations and is independent of the Management. The Board is also of the opinion that Himanshu Ashok Agarwal is a person of integrity and considering his qualifications, extensive knowledge and rich experience in various sectors, his appointment is in the interest of the Company. His association would be of immense benefit and value to the Company and, therefore, the Board recommends his appointment as an Independent Director to the members.

In terms of regulation 25(2A) of the SEBI Listing Regulations, a special resolution is required to be passed for appointment of an Independent Director and accordingly, approval of members is being sought for appointment of Himanshu Ashok Agarwal as an Independent Director, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 1st October 2025 to 30th September 2030 (both days inclusive).

Interest of Directors and KMP: Himanshu Ashok Agarwal, being the appointee is deemed to be interested in this item of business.

Save and except above, no other Director/Key Managerial Personnel and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at item No. 4 of the Notice.

The Board recommends passing of the special resolution as set out at item No. 4 of the Notice for approval by members.

ITEM NO.5

The Board, at its meeting held on 4th August, 2025, based on the recommendation of the Nomination and Remuneration Committee ('NRC') has proposed to the members of the Company, the appointment of Mr. Jubin Premji Gada (DIN: 10820579) as an Independent Director, not liable to retire by rotation, who shall hold office for a term of five consecutive years commencing from 1st October 2025 to 30th September 2030. Jubin Premji Gada is not disqualified from being appointed as a director in terms of section 164 of the Act. he has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as a director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable guidelines/circulars issued from time to time. In the opinion of the Board, Jubin Premji Gada fulfils the conditions as specified in the Act read with rules made thereunder and SEBI Listing Regulations and is independent of the Management. The Board is also of the opinion that Jubin Premji Gada is a person of integrity and considering his qualifications, extensive knowledge and rich experience in various sectors, his appointment is in the interest of the Company. His association would be of immense benefit and value to the Company and, therefore, the Board recommends his appointment as an Independent Director to the members.

In terms of regulation 25(2A) of the SEBI Listing Regulations, a special resolution is required to be passed for appointment of an Independent Director and accordingly, approval of members is being sought for

appointment of Jubin Premji Gada as an Independent Director, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 1st October 2025 to 30th September 2030 (both days inclusive).

Interest of Directors and KMP: Jubin Premji Gada, being the appointee is deemed to be interested in this item of business.

Save and except above, no other Director/Key Managerial Personnel and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at item No. 5 of the Notice.

The Board recommends passing of the special resolution as set out at item No. 5 of the Notice for approval by members.

ITEM NO.6

The Board, at its meeting held on 4th August 2025 and based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mr. Shubham Arvind Kumar Jain (DIN: 10985882) as a Non-Executive Non-Independent Director , liable to retire by rotation, for a term of five consecutive years commencing from 1st October 2025 to 30th September 2030. Mr. Shubham Arvind Kumar Jain is not disqualified for appointment under Section 164 of the Companies Act and has furnished his consent to act as Director. He has also confirmed that no order from SEBI or any regulatory authority prohibits him from holding this position. The Board believes that Mr. Shubham Arvind Kumar Jain integrity, strategic acumen, and extensive sectoral experience would be highly beneficial to the Company and contribute significantly towards its governance and growth. In terms of regulation 25(2A) of the SEBI Listing Regulations, a special resolution is required to be passed for appointment of an Independent Director and accordingly, approval of members is being sought for appointment of Mr. Shubham Arvind Kumar Jain as an Non-Independent Director, liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 1st October 2025 to 30th September 2030 (both days inclusive).

Interest of Directors and KMP: Mr. Shubham Arvind Kumar Jain, being the appointee and a non-independent Director, is deemed interested in this resolution. Save for his interest, no other Director, Key Managerial Personnel, or their relatives, is financially or otherwise concerned or interested in this resolution, except to the extent of their shareholding, if any, in the Company.

In terms of Section 152 of the Companies Act, which governs appointment and retirement of directors, and noting that the appointment is subject to shareholder approval, the Board recommends the resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

The Members are hereby informed that as per the recent amendments in Regulation 24A of the SEBI Listing Regulations, the Company is required to appoint the Secretarial Auditors for a period of five (5) years instead of on a year-on-year basis. The said firm is required to be a Peer Reviewed Company Secretary.

M/s. Meena Naidu & Associates , a Practicing Company Secretaries, has been acting as the Secretarial Auditor of the Company since the Financial Year 2023-24.

M/s. Meena Naidu & Associates possesses extensive experience in the field of secretarial and legal compliances. Over the course of its professional practice, the firm has handled a wide range of secretarial compliance matters, including those related to the Companies Act, SEBI regulations, and Stock Exchange requirements. The firm provides secretarial and compliance services to both listed and unlisted companies and offers consultation on various matters under company law.

The performance of M/s. Meena Naidu & Associates has been satisfactory in the last two years and accordingly, it is proposed to appoint her for a period of five (5) consecutive years in line with the aforesaid requirements. The firm has been Peer Reviewed and is not disqualified in terms of the requirements of SEBI.

M/s. Meena Naidu & Associates, meets the eligibility criteria as enumerated under Regulation 24A(1A) of the Listing Regulations. M/s. Meena Naidu & Associates has given her consent and eligibility certificate to act as the Secretarial Auditor of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act, SEBI Listing Regulations and guidelines issued by the Institute of Company Secretaries of India.

As per the recommendation of the Audit Committee, the Board of Directors of the Company at its Board Meeting held on May 30, 2025 approved the appointment of Meena Naidu & Associates hereinafter called as the Secretarial Auditor of the Company for a period of five (5) consecutive Financial Years, commencing from the Financial Year 2025-26 till the Financial Year 2029-30.

The fees proposed to be paid to Meena Naidu & Associates for the financial year commencing from FY 2025-26 to FY 2029-30 would be finalised between the Company Secretary and the Secretarial Auditor.

In addition to the secretarial audit, Meena Naidu & Associates may provide such other permissible services from time to time as may be approved by the Board of Directors.

Considering the evaluation of the past performance, experience and expertise of M/s. Meena Naidu & Associates and based on the recommendation of the Audit committee and approval of the Board of Directors, it is proposed to appoint M/s. Meena Naidu & associates as the Secretarial Auditors of the Company for a period of five (5) consecutive Financial Years till the Financial Year 2029-2030 in terms of the aforesaid provisions.

None of the Promoters, Directors and Key Managerial Personnel of the Company (including their relatives) are in any way, whether financially or otherwise, concerned or interested in the said resolution.

Accordingly, the Board recommends the resolution as set out at item No. 7 of the Notice for approval by the members as an Ordinary Resolution.

Annexure-A

Brief Profile of Appointee:

Name of Director:	Ketan Moolchand Shah	Rinku Saini	Himanshu Ashok Agarwal	Jubin Premji Gada	Shubham Arvind Kumar Jain
DOB	02/12/1965	21/06/1978	28/05/1995	27/05/1989	17/05/1997
Date of First Appointment on Board:	29/01/2011	11/08/2025	NA	NA	NA
Qualifications	Bachelor degree in Mechanical Engineering and postgraduate degree in Business Management	Graduate	Degree of B.com	Graduate	Commerce graduate
Experience/Expertise in specific functional area/ Brief resume of the Director:	Mr Ketan Moolchand Shah holds a Bachelor degree in Mechanical Engineering from the Madhav Institute of Technology and Science, Gwalior (M.P) and a postgraduate degree in Business Management from the University of Florida. Over the period of his thirty-Seven years of experience and being an innovative technocrat, company succeeded in positioning its global presence as one of the reliable name for customers.	Ms. Rinku Saini is a dynamic and poised professional known not only for her deep expertise as a consultant and advisor to top- tire companies, but also for her polished interpersonal skills and inspiring leadership presence.	Mr.Himanshu Agarwal is holding degree of B.com and holds more than 10 years of experience in accounts and finance.	Mr. Jubin Premji Gada has accumulated over five years of experience in brand management, digital marketing, and strategic campaign development. Demonstrated expertise in executing high impact marketing strategies across channels to drive brand awareness, customer engagement, and revenue growth.	Mr. Shubham Arvind Kumar Jain is a Commerce graduate and holding vast experience in the field of finance and accounts

Terms and conditions for appointment/reappointment	As per Company Policy on appointment of Board members	As per Company Policy on appointment of Board members	As per Company Policy on appointment of Board members	As per Company Policy on appointment of Board members	As per Company Policy on appointment of Board members
Details of Remuneration sought to be paid and Remuneration last drawn:	As per Nomination and Remuneration Policy	As per Nomination and Remuneration Policy	As per Nomination and Remuneration Policy	As per Nomination and Remuneration Policy	As per Nomination and Remuneration Policy
Number of Board Meetings attended during FY 2024-25:	10/10	NA	NA	NA	NA
Other Directorship held:	1.Simplex Castings Limited 2. Sim Prabha Estates and Trading Company Pvt Ltd. 3. Prabha Plantations Pvt Ltd. 4. SEFW Projects Pvt Ltd.	1.SIDH AUTOMOBILES LIMITED 2.COVIDH TECHNOLOGIE S LIMITED 3.JYOTIRGAMY A ENTERPRISES LIMITED 4.KOME-ON COMMUNICATION LTD	1. TRUSTWAVE SECURITIES LIMITED 2.DRITIK ADVISORY LLP	1.OMANSH ENTERPRISES LIMITED 2.SIDH AUTOMOBILES LIMITED	1. TVISHA PROSPERITY PARTNERS LLP
No. of Shares Held (as on 31 st March,2025)	51202	NIL	NIL	NIL	NIL
Name of committees in which he/she holds membership/ chairmanship	Hem Holdings & Trading Limited -Audit Committee (Member) - Nomination and Remuneration Committee (Member)	a. Member in Audit Committee, Nomination and Remuneration Committee , Stakeholder Relationship Committee and	NIL	NIL	NIL

	-Stakeholders & Relationship Committee (Member)	Risk Management Committee of COVIDH TECHNOLOGIES LIMITED b. Member in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee in JYOTIRGAMYA ENTERPRISES LIMITED			
Relationship with other Directors and KMPs of the Company	Mrs Sangeeta K Shah and Mr Ketan M Shah are related to each other.	Not related with any Director.	Not related with any Director.	Not related with any Director.	Not related with any Director.

ANNEXURE-B

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i. The voting period begins on 24th September , 2025 at 9 a.m and ends on 26th September , 2025 at 5 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 19th September , 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

- 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 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 <Hem Holdings and Trading 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. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@hemholdings.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@hemholdings.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@hemholdings.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.