

**Date:** 13.02.2026

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

**BSE Scrip Code: 505520**

**REF: Notice of Extraordinary General Meeting of the HEM HOLDINGS AND TRADING LIMITED ("the Company").**

**Dear Sir/Madam,**

This is to inform you that Extraordinary General Meeting ("EGM") of the Members of the Company will be held on Thursday, March 12, 2026 at 12:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the businesses as listed in the Notice of EGM.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the applicable Ministry of Corporate Affairs ("MCA") and SEBI Circulars, please find enclosed herewith the Notice of EGM which has been sent to all the Members today, through electronic mode, holding equity shares of the Company as on Friday, February 06, 2026, and whose email IDs are registered with the Company/Depositories.

The Notice of EGM is also made available on the website of the Company and can be accessed at <http://www.hemholdings.com/notice/>.

Furthermore it is hereby informed that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 06<sup>th</sup> March, 2026 to 12<sup>th</sup> March, 2026 (both days inclusive) for the purpose of the Extra-Ordinary General Meeting

You are requested to take the above information on records.

Thanking you,  
Yours faithfully,

**For Hem Holdings and Trading Limited**

**CS Taruna Gupta**  
**Company Secretary & Compliance Officer**  
**Mem No. A38630**

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*NOTICE OF EXTRA-ORDINARY GENERAL MEETING*

*OF*

*HEM HOLDINGS AND TRADING LIMITED*

*CIN: L65990MH1982PLC026823*

*Registered Office: Unit No. V-348, The Centrium, 3rd Floor, Kurla Kirol, L.B.S.  
Marg, Kurla West, Kurla, Mumbai, Mumbai, Maharashtra, India, 400070*

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## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 01<sup>st</sup> Extra-Ordinary General Meeting for the financial year 2025-2026 (hereinafter referred to as “EGM”) of the members of **Hem Holdings and Trading Limited** will be held on **Thursday, 12<sup>th</sup> day of March, 2026 at 12:00 P.M.**, through Video conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of The Companies Act, 2013 (“Act,2013”) and Ministry of Corporate Affairs (MCA) vide Circular No. 09/2024 dated 19<sup>th</sup> September 2024 (herein referred to as “MCA Circular”) and also SEBI Circular no. SEBI / HO / CFD / PoD-2 / P / CIR/ 2024/133 dated October 3, 2024 to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. APPOINTMENT OF M/S B.M. GATTANI & CO., CHARTERED ACCOUNTANTS (FRN:113536W) AS STATUTORY AUDITORS OF THE COMPANY**

To consider and if thought fit, to pass the following resolution(s) as **ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. B. M. Gattani & Co., Chartered Accountants (FRN: 113536W), who were appointed by the Board of Directors of the Company to fill the casual vacancy caused due to tendering of resignation by M/s. Harsh Jain & Associates Chartered Accountants, Durg (FRN: 007639C), be and are hereby approved by the members of the Company to hold office from the date of their appointment by the Board till the conclusion of the ensuing Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

#### **2. TO REGULARIZE THE APPOINTMENT OF MR. RAVI MANOHARLAL KHARWAD (DIN: 02079606) AS MANAGING DIRECTOR (EXECUTIVE DIRECTOR OPERATIONS) OF THE COMPANY**

To consider and if thought fit, to pass the following resolution(s) as **special resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Ravi Manoharlal Kharwad (DIN: 02079606), who was appointed as an Managing Director of the Company with effect from 16<sup>th</sup> December, 2025 be and is hereby appointed as a Managing Director (Executive Director-Operations), liable to retire by rotation, for a term of five (5) year effective from 16<sup>th</sup> December, 2025.

**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites as detailed in the term of appointment letter, may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification(s) or re- enactment(s) thereof, without requiring to obtain the approval of shareholders any further. The remuneration payable to Mr. Ravi Manoharlal Kharwad along with other conditions are as below:

<b>Particulars</b>	<b>Amount per Annum</b>
Basic	2,40,000
Total Supplemental Allowance	0
Statutory Bonus	0
Provident Fund	0
<b>New Total Fixed Pay (A)</b>	<b>2,40,000</b>
Insurance (B)	0
Group Personal Accident	0
Term Life Insurance (D)	0
Gratuity (E)	0
<b>Annual Gross Remuneration</b>	<b>2,40,000</b>

A) Terms & Conditions:

- The remuneration includes salary, perquisites and performance bonus/rewards as per policy
- Shall be entitled to increments as per policy of the Company subject to the performance.
- Shall be not be entitled to receive Gratuity as per the policy of the Company.
- Shall be entitled to receive encashment of leave as per the policy of the Company.
- Shall be not be entitled to other perquisites such as company leased vehicle(s), fuel, maintenance and driver salary reimbursement as per policy of the Company, Insurance and other benefits/perquisites as may be applicable as per policy of the Company.
- Shall be entitled to reimbursement of travel, entertainment expenses incurred in the course of the business of the Company.
- Shall not be entitled to any sitting fees for attending the meetings of the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter, revise and vary the terms and conditions of aforesaid appointment including the remuneration payable from time to time within the limits as per the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof without requiring to obtain the approval of shareholders any further.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

**3. APPOINTMENT OF M/S. AJAY SURESH YADAV AND ASSOCIATES AS THE SECRETARIAL AUDITORS, A PEER REVIEWED FIRM FOR CONDUCTING THE SECRETARIAL AUDIT FOR THE TERM OF 5 YEARS**

To consider and if thought fit, to pass the following resolution(s) as **ordinary resolution**:

**RESOLVED THAT**, pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals as may be necessary, the Company hereby approves and recommends the appointment of **M/s. Ajay Suresh Yadav and Associates**, a **Peer Reviewed Firm of Practicing Company Secretaries**, as **Secretarial Auditors** of the Company, to conduct the **Secretarial Audit** of the Company for a term of **five (5) consecutive financial years**, commencing from the financial year 2025-26 to 2029-2030 on such remuneration as may be decided by the Board of Directors in consultation with the said firm.

**FURTHER RESOLVED THAT** any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies.

**4. TO APPROVE THE SURRENDER OF THE CERTIFICATE OF REGISTRATION OF NBFC ISSUED BY RESERVE BANK OF INDIA**

To consider and if thought fit, to pass the following resolution(s) as **special resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Reserve Bank of India Act, 1934 and the Companies Act, 2013, and subject to the approval of the Reserve Bank of India and such other regulatory or statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for surrender of the Certificate of Registration (CoR) bearing No. 13.00182 dated 02<sup>nd</sup> March, 1998 issued by the Reserve Bank of India for carrying on the business as a Non-Banking Financial Company (NBFC), in view of the Company’s inability to comply with the requirement stipulated under Paragraph 6 of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023, which, inter alia, prescribes that an NBFC shall maintain a minimum Net Owned Fund (NOF) of ₹5 crore as on March 31, 2025.

**RESOLVED FURTHER THAT** upon receipt of approval from the Reserve Bank of India for surrender of the aforesaid CoR, the Company shall discontinue and cease to carry on the business of a Non-Banking Financial Company and shall refrain from undertaking any NBFC activities thereafter.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to submit necessary applications, forms, representations, declarations and documents as may be required by the Reserve Bank of India or any other regulatory authority in connection with the surrender of the CoR, and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution.”

**By the order of the Board  
For Hem Holdings and Trading Limited**

**(Taruna Gupta)**  
**Company Secretary Cum Compliance Officer**  
**Mem. No.: A38630**

Date: 13.02.2026

Place: Mumbai

## NOTES:

The Ministry of Corporate Affairs (MCA) vide Circular No. 09/2024 dated 19th September 2024 and the SEBI vide Circular no. SEBI / HO / CFD / PoD-2 / P / CIR/ 2024/133 dated October 3, 2024 permitted holding of the Extra-Ordinary General Meeting (“the Meeting/EGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the EGM of the Company will be conducted through VC/OAVM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.

In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime (India) Private Limited (MUFGIPL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the EGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the EGM (“remote e-voting”) is also provided by MUFGIPL.

Company is providing two-way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the EGM through VC/ OAVM are provided. The facility for joining the EGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company’s Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes. Members may note that the Notice will also be available on the Company’s website [www.hemholdings.com](http://www.hemholdings.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the EGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA General Circular, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address [csanujgupta@gmail.com](mailto:csanujgupta@gmail.com).

The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this EGM.

Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) MUFG Intime India Pvt. Ltd, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 (Phone No.: 022 - 49186000; Fax No.: 022 - 49186060; Email: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) for reply to their queries/redressal of complaints, if any, or contact at the Registered Office of the Company (Phone No.: 022-40034768 / 22844064 / 22825831; Email: [compliance@hemholdings.com](mailto:compliance@hemholdings.com)).

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. LIPL in case shares are held in physical form.

Since the EGM is being conducted through VC/OAVM, the route map is not annexed to this notice.

Members who have multiple ledger folios in identical names or joint names in same order are requested to intimate/send the concerned share certificates quoting their ledger folios of such accounts to enable the Registrar & Transfer Agent to consolidate all such shareholdings into one folio.

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 06<sup>th</sup> March, 2026 to 12<sup>th</sup> March, 2026 (both days inclusive) for the purpose of the Extra-Ordinary General Meeting.

The Cut-off date for the purpose of e-voting is 06<sup>th</sup> March 2026.

Members intending to seek any information on the proposed resolutions are requested to inform the Company in writing at least one week prior to the date of the meeting.

The Company is extending its offer of e-voting facility as an alternative, for its members to enable them to cast their votes electronically instead of physical ballot.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited).

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

The remote e-voting period begins on Monday, 09<sup>th</sup> March, 2026, 09:00 A.M. and ends on Wednesday, 11<sup>th</sup> March, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 06<sup>th</sup> March, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 06<sup>th</sup> March, 2026

**REMOTE EVOTING INSTRUCTIONS:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

**METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”. Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- b) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- c) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

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



### **METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

#### **STEP 1: LOGIN / SIGNUP on InstaVote**

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
- c) User ID: Enter User ID
- d) Password: Enter existing Password
- e) Enter Image Verification (CAPTCHA) Code
- f) Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

#### **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

- b) Select 'View' icon. E-voting page will appear.
- c) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- d) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- e) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

### **Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu section
- c) Map the Investor with the following details:
  - 1. 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2. 'Investor's Name - Enter Investor's Name as updated with DP.
  - 3. 'Investor PAN' - Enter your 10-digit PAN.
  - 4. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.**

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.**

#### **HELPDESK:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option

available at above mentioned depository/ depository participants website.

**General Instructions - Shareholders**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO.1**

A casual vacancy has arisen in the office of the Statutory Auditors of the Company due to resignation of the previous auditors. In accordance with the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors appointed M/s. B. M. Gattani & Co., Chartered Accountants (FRN: 113536W), to fill the said casual vacancy.

As per the provisions of the Act, the appointment of the Statutory Auditors made by the Board in case of a casual vacancy caused by resignation is required to be approved by the members at a General Meeting. Accordingly, the approval of the members is sought for the appointment of M/s. B. M. Gattani & Co., Chartered Accountants, to hold office till the conclusion of the ensuing Annual General Meeting of the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 1 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

### **ITEM NO.2**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Ravi Manoharlal Kharwad (DIN: 02079606) as Managing Director (Executive Director – Operations) of the Company with effect from 16th December, 2025, subject to approval of the members. In terms of the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the applicable Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment and remuneration of a Managing Director require approval of the shareholders by way of a Special Resolution.

Mr. Ravi Manoharlal Kharwad possesses relevant experience and expertise in the field of operations and management. The Board is of the opinion that his continued association as Managing Director (Executive Director – Operations) will be beneficial to the Company.

The principal terms and conditions of his appointment, including remuneration payable to him, are set out in the resolution forming part of this Notice.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 2 of the Notice for approval of the members.

Except Mr. Ravi Manoharlal Kharwad, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

### **ITEM NO.3**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, certain classes of companies are required to obtain a Secretarial Audit Report from a Practicing Company Secretary.

The Board of Directors has recommended the appointment of M/s. Ajay Suresh Yadav and Associates, a

Peer Reviewed Firm of Practicing Company Secretaries, as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from FY 2025-26 to FY 2029-30, subject to approval of the members.

The Board believes that the appointment of the said firm will ensure proper compliance with applicable secretarial and regulatory requirements.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### **ITEM NO.4**

The Company is presently registered as a Non-Banking Financial Company (NBFC) with the Reserve Bank of India under the provisions of the Reserve Bank of India Act, 1934.

Pursuant to Paragraph 6 of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, NBFCs are required to maintain a minimum Net Owned Fund (NOF) of ₹5 crore as on March 31, 2025. Considering the Company's current financial position and business strategy, the Board of Directors is of the view that it would not be feasible for the Company to meet the prescribed NOF requirement within the stipulated timeframe.

Accordingly, the Board has decided to apply to the Reserve Bank of India for surrender of the Certificate of Registration (CoR), subject to necessary approvals. The Board believes that the proposed surrender is in the best interest of the Company and recommends the Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

**By the order of the Board  
For Hem Holdings and Trading Limited**

**(Taruna Gupta)  
Company Secretary Cum Compliance Officer  
Mem. No.: A38630**

Date: 13.02.2026  
Place: Mumbai