

Notice of 44TH Annual General Meeting

NOTICE is hereby given that the 44th Annual General Meeting of Hem Holdings and Trading Limited will be held on Tuesday, 29th September, 2026, at 12.00 PM (IST) via video conferencing / other audio-visual mode (VC/OAVM) deemed to be held at the registered office of the Company to transact the following business as:

ORDINARY BUSINESS(ES):

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITOR THEREON

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.”

2. TO RE-APPOINT SHUBHAM ARVIND KUMAR JAIN (DIN: 10985882) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT pursuant to the provision(s) of applicable law(s), and the Articles of Association, and upon recommendation of the Board of Directors, Shubham Arvind Kumar Jain (DIN: 10985882), Director, who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by rotation.”

3. 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 as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) 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 the resignation of M/s. Harsh Jain & Associates, Chartered Accountants, Durg (FRN: 007639C), and whose appointment was subsequently approved by the members of the Company at the Extra-Ordinary General Meeting, be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of the 49th Annual General Meeting of the Company to be held in the year 2031, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine and finalize the remuneration of the Statutory Auditors and to do all such acts, deeds, matters and things and execute all such documents as may be necessary, expedient or desirable to give effect to this resolution.

SPECIAL BUSINESS(ES):

4. APPOINTMENT OF M/S. AJAY SURESH YADAV AND ASSOCIATES AS SECRETARIAL AUDITORS OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors of the Company, M/s. Ajay Suresh Yadav and Associates, Peer Reviewed Firm of Company Secretaries in Practice, be and are hereby appointed as the Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for a term of 5 (Five) consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31, on such remuneration as may be determined by the Board of Directors in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents as may be necessary, expedient or desirable to give effect to this resolution.”

For Hem Holdings and Trading Limited

SD/-

Ravi Manoharlal Kharwad

DIN: 02079606

Managing Director

Date: 01.09.2026

Place: Mumbai

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) which sets out details relating to special business to be transacted at the Annual General Meeting is required to be annexed to the notice. There being 01 Special Business to be transacted in the 44th Annual General Meeting (“AGM”) of the Company, such an explanatory statement is annexed below along with the Notice of the AGM.
2. The Ministry of Corporate Affairs (‘MCA’) vide its General Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier on the subject (‘MCA Circulars’), has permitted companies to conduct their AGMs through VC/OAVM without the physical presence of Shareholders at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (‘Act’) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’), the 44th AGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith and also available at the Company’s website <https://www.hemholdings.com/>. The deemed venue of the AGM shall be the Registered Office of the Company.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company’s website <https://www.hemholdings.com/>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of MUFG Intime India Private Limited (Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM) i.e. <https://instavote.linkintime.co.in> A member, who wishes to obtain hard copy of the Annual Report, may send a request in this regard, to the Company at compliance@hemholdings.com or to the Company’s Registrar and Transfer Agent at rnt.helpdesk@in.mpsms.mufg.com In terms of Regulation 36 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link, including the exact path, where the Annual Report 2025-26 is available, is being sent to those shareholders who have not registered their email addresses.
4. Relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM, are also annexed to this Notice as **Annexure ‘1’**.
5. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. 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, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - (a) **For shares held in dematerialized form:** to their Depository Participants (DPs);
 - (b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and other related SEBI Circulars.
7. Regulation 40(1) of SEBI Listing Regulations as amended from time to time including amendment made vide notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this requirement and also in order to eliminate risks associated with holding shares in physical form, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company’s Registrar and Transfer Agent, for assistance in this regard.

8. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of Registrar and Transfer Agent i.e. <https://instavote.linkintime.co.in> Members may note that any such service request can be processed only after the folio is KYC Compliant.
9. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote at AGM.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Any person, whose name appears in the Register of Member/ list of Beneficial Owners as on Cut-off date specified in this Notice, shall be entitled to vote by way of voting through remote e-voting or e-voting system at AGM on the items/ Resolutions set forth in this Notice. Process for e-voting is provided in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The members, who have casted their vote(s) by remote e-voting, may also attend the AGM but shall not be entitled to cast their vote again during the AGM. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
12. Any person including non-individual shareholders holding shares in physical form, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the Cut-off date, may obtain the login ID and password by following the instructions provided.
13. Mr. Anuj Gupta (M. No. 31025, C.P. No. 13025), Proprietor of M/s. Anuj Gupta & Associates, Practicing Company Secretaries, has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same. The results shall be announced/declared within the time specified under the applicable laws.
15. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.hemholdings.com> and on the website of MUFG Intime India Private Limited i.e. <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
16. Members seeking any information/desirous of asking any questions at the AGM with regard to the accounts or any matter to be placed at this AGM may send email to the Company at compliance@hemholdings.com at least 7 working days before the Meeting. The same will be replied by the Company suitably.

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

The remote e-voting period begins on Saturday, 26th September, 2026, 09:00 A.M. and ends on Monday, 28th September, 2026 at 5:00 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. Tuesday, 22nd September, 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 22nd September, 2026.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

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).

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](https://web.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”)

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 and the company at www.covidhstechnologies.com.

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.
- 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.
- d) Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- e) Enter “16-digit Demat Account No.”.
- f) 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’.
- g) 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.muvg.com and the company at compliance@hemholdings.com

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.muvg.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
Physical mode / Non-Individual Shareholders in demat mode	Email: enotices@in.mpms.muvg.com Tel: 022 – 4918 6000
Individual Shareholders with NSDL	Email: evoting@nsdl.co.in Tel: 022 - 4886 7000
Individual Shareholders with CDSL	Email: helpdesk.evoting@cdslindia.com Toll Free: 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”.

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

Explanatory statement to the notice pursuant to the section 102(1) of the Companies Act, 2013

Item No. 04: Appointment of M/s. Ajay Suresh Yadav and Associates as Secretarial Auditors of the Company

The members of the Company, at the Extra-Ordinary General Meeting held on 12th March, 2026, approved the appointment of M/s. Ajay Suresh Yadav and Associates, Company Secretaries in Practice, Peer Reviewed Firm, as the Secretarial Auditors of the Company.

In view of the above and pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Company proposes the appointment of M/s. Ajay Suresh Yadav and Associates, Company Secretaries in Practice, Peer Reviewed Firm, as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31.

The Company has received the consent and eligibility certificate from M/s. Ajay Suresh Yadav and Associates, confirming their eligibility and that they are not disqualified from being appointed as the Secretarial Auditors of the Company.

The Board recommends the resolution set out at Item No. 04 of the accompanying Notice for approval of the members by way of an Ordinary Resolution.

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

For Hem Holdings and Trading Limited

SD/-

Ravi Manoharlal Kharwad

DIN: 02079606

Managing Director

Date: 01.09.2026

Place: Mumbai

ANNEXURE 1 TO THE NOTICE

Brief resume and other information of the director seeking re-appointment at the 44th Annual General Meeting ('AGM') pursuant to regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015'), the Companies Act, 2013 ('the Act') and the Secretarial Standard on General Meetings ('SS-2'):

ITEM NO. 2

Shubham Arvind Kumar Jain (DIN: 10985882)

As regards the re-appointment of Mr. Shubham Arvind Kumar Jain, referred to in the Notice, the following disclosures are made for the information of the members:

I. Brief Profile:

Director – Mr. Shubham Arvind Kumar Jain is a seasoned business leader with a distinguished career in corporate management and strategic leadership. He was appointed as Director on bringing with him a wealth of experience and a strong vision for sustainable growth and innovation.

Under his leadership, the organisation has witnessed significant progress in operational efficiency, market expansion, and stakeholder value. Mr. Jain is known for his commitment to excellence, ethical governance, and fostering a culture of continuous improvement. His strategic insights and decisive leadership continue to steer the company towards long-term success.

II. Terms and Conditions of appointment/reappointment, along with the details of remuneration sought to be paid and the last remuneration drawn:

Re-appointment of Shubham Arvind Kumar Jain (DIN: 10985882) as a director liable to retire by rotation

III. Age

29 Years (DOB:17/05/1997)

IV. Date of first appointment on the Board:

01st October, 2025

V. Shareholding in the Company

NIL

VI. Relationship with other Directors, Manager, and other Key Managerial Personnel

NIL

VII. Other Directorships, Membership/ Chairmanship of Committees of other Board

S. No	Company/LLP	Designation	Category	Date of Appointment
1	Tvisha Prosperity Partners LLP	Designated Partner	NA	05/03/2025