



HINDUSTHAN INSULATORS & INDUSTRIES LIMITED

CIN: L31300DL1959PLC003141

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Email: investors@hindusthan.co.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and the latest one being 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other applicable provisions of the Act, law, rules, circulars, notifications and regulations issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of Hindusthan Insulators & Industries Limited (“the Company”) by way of Postal Ballot, through remote e-voting (“e-voting”) process.

SPECIAL BUSINESS

Resolution No. 1

Issue of Bonus equity shares to the members 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 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, Article 40 and 41 of the Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Foreign Exchange and Management Act, 1999 (“**FEMA**”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions, circulars, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals and pursuant to the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to capitalize a sum of ₹ 2,88,57,700/- (Rupees Two Crore Eighty-Eight Lakh Fifty-Seven Thousand and Seven Hundred Only) out of the sum standing to the credit of Capital Redemption Reserve and /or General Reserves of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 1,44,28,850 (One Crore



Forty-Four Lakh Twenty-Eight Thousand Eight Hundred and Fifty) Equity Shares of ₹ 2/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding fully paid-up equity shares of ₹ 2/- each whose names appear in the Register of Members /List of Beneficial Owners, on such date (“**Record Date**”) as may be determined by the Company for this purpose, in the proportion of 2:1 i.e., 2 (Two) new fully paid up bonus equity shares of ₹ 2/- each for every 1 (One) existing fully paid-up equity Share of ₹ 2/- each held as on the Record Date and that these new bonus equity shares so issued and allotted shall be treated for all purposes as an increase in the nominal amount of the equity share capital of the Company held by each of such member(s) and not as income of the members.

RESOLVED FURTHER THAT the new equity shares of ₹ 2/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank *pari passu* in all respects and carry the same rights as the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the issue and allotment of the new bonus equity shares to the extent that they relate to Non-Resident Indians (‘NRIs’), Foreign Portfolio Investors (‘FPIs’), Persons of Indian Origin (‘PIO’), Overseas Corporate Bodies (‘OCBs’) and other foreign investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the FEMA and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time or any other regulatory authority, if any, in this regard.

RESOLVED FURTHER THAT pursuant to the SEBI ICDR Regulations and SEBI Listing Regulations, the allotment of shares under bonus issue shall be made in dematerialized form only and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be credited to the Suspense Escrow Demat Account, either new or existing, to hold these shares till they are credited to the beneficiary accounts of the respective members holding shares in physical form within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard and accordingly, no letter of allotment shall be issued to the allottees of newly issued Bonus equity shares. The voting rights of the bonus equity shares held in the suspense escrow demat account shall remain frozen.

RESOLVED FURTHER THAT approval be and is hereby accorded to take necessary steps for listing of the bonus equity shares on BSE Limited (“the **Stock Exchange**”) as per the statutory guidelines/ regulations prescribed by SEBI and any other regulatory authority.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its power conferred under this resolution to any Director or Key Managerial Personnel or any officer/ Executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may rise in this regard for issue, allotment and listing of the said bonus shares and all action (s) taken by Company in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects.”

**By the order of Board of Directors
For Hindusthan Insulators & Industries Limited**

Sd/-

(Neha Kejriwal)

Company Secretary & Compliance Officer

Membership No.: F12381

Place: New Delhi

Date: May 27, 2026



NOTES:

1. An explanatory statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and SS-2 setting out all material facts relating to the proposed resolution is annexed and forms a part of this postal ballot notice.
2. In compliance with the MCA Circulars and other regulatory requirements, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, May 29, 2026 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms are not being sent to members for this Postal Ballot. Accordingly, members are required to communicate their assent or dissent through e-voting system only.
3. Copy of this Postal Ballot Notice will also be available on the Company’s website at www.hindusthaninsulators.com, website of the Stock Exchange at www.bseindia.com, and on the website of NSDL at www.evoting.nsdl.com.
4. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-Voting facility to its Members. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date.
5. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant (s) where they maintain their demat accounts, if the shares are held in electronic form and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.hindusthaninsulators.com) duly filled and signed along with requisite supporting documents to Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020.
6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the **Cut-Off Date i.e. Friday, May 29, 2026**, should treat this Postal Ballot Notice for information purpose only.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with relevant SEBI Circulars and all other applicable Circulars, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided in Note no. 15 of this Postal Ballot Notice.
8. The remote e-voting shall commence at **9:00 A.M. (IST) on Tuesday, June 02, 2026 and ends at 5:00 P.M. (IST) on Wednesday, July 01, 2026**. During this period, members holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by National Securities Depository Limited upon expiry of the aforesaid period. Once a member cast his/her vote on the resolution, he/she shall not be allowed to change it subsequently.



9. Mr. Neeraj Sharma, Proprietor of M/s. Neeraj & Associates, a Practicing Company Secretary Firm (Membership No. 60713, COP: 23057), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and to ensure that votes are cast through the remote e-Voting module in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting through remote e-Voting, unblock the votes cast through remote e-Voting and make a Scrutinizer's Report of the total votes cast in favor and against, if any, and submit his report to the Chairman of the Company or any person authorised by him, on or before **Friday, July 03, 2026**.
10. Institutional/Corporate members are encouraged to participate for the e-Voting. Corporate members intending to authorize their representatives to vote are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer by email at csneerajsharma7@gmail.com and the same should also be uploaded on the e-Voting portal of NSDL.
11. The declared Results along with the Scrutinizer's Report will be submitted to BSE Limited ("BSE") and displayed on the Notice Board of the Company at its Registered Office; and will be available on the Company's website at www.hindusthaninsulators.com. NSDL engaged by the Company to facilitate remote e-Voting, will also display the Results on its website at www.evoting.nsdl.com.
12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Wednesday, July 01, 2026**.
13. Resolution passed by the members through Postal Ballot is deemed to have been passed as if it was passed at a general meeting of the members.
14. All the documents referred in this Postal Ballot Notice will be available for inspection without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting during business hours on any working day.
15. The Instructions for Members for Remote E-Voting are as under: -

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically through e-Voting services provided by NSDL on the resolution set forth in this notice.

The remote e-voting period begins on **Tuesday, June 02, 2026 at 9:00 A.M. (IST)** and ends on **Wednesday, July 01, 2026 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, May 29, 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 Friday, May 29, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system







A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="716 596 1393 1178">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="716 1188 1393 1419">2. If you are 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/IdeasDirect Reg.jsp<li data-bbox="716 1465 1393 1927">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



	<p>Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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. 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.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



	<p>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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csneerajsharma7@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@hindusthan.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@hindusthan.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013 read with the relevant rules and SS-2)

The following statement sets out all material facts relating to resolution no. 1 mentioned in this Postal Ballot Notice

Resolution No. 1

Issue of Bonus equity shares to the members of the Company

The Board of Directors at their meeting held on Wednesday, May 27, 2026, have recommended the issue of bonus shares in the proportion of 2:1 i.e. 2 (Two) fully paid up bonus equity shares of ₹ 2 each for every 1 (One) existing fully paid up equity share of ₹ 2 each of the Company held by the members of the Company as on the **Record Date**, as may be fixed by the Company, by capitalization of a sum of ₹ 2,88,57,700/- (Rupees Two Crore Eighty-Eight Lakh Fifty-Seven Thousand and Seven Hundred Only) out of the sum standing to the credit of Capital Redemption Reserve and /or General Reserves of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 1,44,28,850 (One Crore Forty-Four Lakh Twenty-Eight Thousand Eight Hundred and Fifty) Equity Shares of ₹ 2/- each as bonus shares credited as fully paid up.

Consequently, the paid-up equity share capital of the Company would increase to ₹ 4,32,86,550/- (Rupees Four Crore Thirty-Two Lakh Eighty-Six Thousand Five Hundred and Fifty Only) consisting of 2,16,43,275 (Two Crore Sixteen Lakh Forty-Three Thousand Two Hundred and Seventy-Five) Equity Shares of ₹ 2/- each.

While considering the issue of bonus equity shares, the Board noted that the Company's equity shares had been sub-divided such that 1 (One) equity share having face value of ₹10/- (Rupees Ten Only) each Authorized, Subscribed, Issued and fully paid-up, were sub-divided/split into 5 (five) equity shares having face value of ₹2/- (Rupees Two Only) each Authorized, Subscribed, Issued and fully paid-up, effective from March 14, 2026. This sub-division was intended to enhance the liquidity of Company's Equity Shares in the capital market and to encourage wider participation of retail investors and small potential investors by making equity shares of the Company more affordable.

The Board is of the opinion that the proposed issuance of bonus equity shares will facilitate participation of retail investors in the Company's future growth and improve the liquidity of the equity shares thereby making equity shares of the Company affordable and will broaden the shareholder base in the Company.

Pursuant to Section 63 of the Companies Act, 2013, the Company can issue the fully paid-up Bonus Shares by capitalizing the reserves and surplus and further the Articles 40 and 41 of the Articles of Association of the Company permit capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including Capital Redemption Reserve and /or



General Reserves), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In terms of Section 63 of the Companies Act, 2013 read with rules made thereunder and other applicable statutory and regulatory approvals, the issue of bonus equity shares requires members' approval. The bonus issue shall be implemented within two months from the date of the meeting of its Board of Directors i.e. May 27, 2026, wherein the decision to announce the bonus issue was taken subject to members' approval. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

The issue of bonus shares, if approved by the members, will be made in line with the provisions of Section 63 of the Companies Act, 2013, SEBI Listing Regulations, SEBI ICDR Regulations, FEMA or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Pursuant to SEBI ICDR Regulations and SEBI Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be credited to the Suspense Escrow Demat Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

The new equity shares of ₹ 2/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank *pari-passu* in all respects and carry the same rights as the existing fully paid-up equity shares of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution except to the extent of their respective shareholding, if any, in the Company. Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board of Directors of the Company recommends Resolution No. 1 of this notice for your approval as an Ordinary Resolution.

By the order of Board of Directors
For Hindusthan Insulators & Industries Limited
Sd/-
(Neha Kejriwal)
Company Secretary & Compliance Officer
Membership No.: F12381

Place: New Delhi
Date: May 27, 2026