**HINDUSTHAN INSULATORS & INDUSTRIES LIMITED**
***(FORMERLY KNOWN AS HINDUSTHAN URBAN INFRASTRUCTURE LIMITED)***
**CIN: L31300DL1959PLC003141**
**Registered Office:** Kanchenjunga, Seventh Floor, 18, Barakhamba Road, New Delhi, 110001, India
**Telephone:** +91-11-23310001, 02, 04 & 05; **Website:** www.hindusthaninsulators.com;
**Email:** investors@hindusthan.co.in

# Postal Ballot Notice

**Dear Member(s),**

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), 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") read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and SEBI circular No.133/2024 dated October 03, 2024 and other circulars issued from time to time, and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time], the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

## SPECIAL BUSINESSES

1. **Appointment of Mr. Shailendra Jhalani (DIN:11720969) as the Whole-time Director (designated as Deputy Managing Director) of the Company:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shailendra Jhalani (DIN:11720969), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Act with effect from October 04, 2026 and who holds office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be required and in accordance with the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Shailendra Jhalani (DIN:11720969) as the Whole-time Director of the Company, designated as 'Deputy Managing Director' and Key Managerial Personnel (KMP) for a period of three consecutive years with effect from

October 04, 2026 to October 03, 2029 (both days inclusive), liable to retire by rotation, upon the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice;

**RESOLVED FURTHER THAT** where in any financial year during the term of Mr. Shailendra Jhalani, Whole-time Director, designated as 'Deputy Managing Director', the Company has no profits or its profits are inadequate, the remuneration as stated in explanatory statement be paid as the minimum remuneration not withstanding that the aforesaid remuneration may be in excess of the limits specified under section 197 and schedule V of the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall have the discretion and authority to modify the aforesaid terms and conditions and remuneration within the limit as approved by the members;

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of requisite e-forms with the Ministry of Corporate Affairs (Registrar of Companies) (MCA,ROC) or such other authority as may be required and to take all such steps including seeking all necessary approvals, if any, to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

2. **Payment of remuneration to Mr. Deepak Kejriwal (DIN: 07442554), Managing Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in furtherance to the resolution passed by the members of the Company at the Sixty-fourth Annual General Meeting dated September 30, 2024 and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Articles of Association of the Company, and such other approvals, permissions and sanctions, if any, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded for payment of remuneration as detailed in the explanatory statement annexed to this notice to Mr. Deepak Kejriwal (DIN: 07442554), Managing Director of the Company, with effect from April 01, 2026 for the remaining period of his present tenure i.e. upto November 30, 2027, with the other terms and conditions of his appointment remaining the same;

**RESOLVED FURTHER THAT** where in any financial year during the term of Mr. Deepak Kejriwal, Managing Director, the Company has no profits or its profits are inadequate, the remuneration as stated in explanatory statement be paid as the minimum remuneration not withstanding that the aforesaid remuneration may be in excess of the limits specified under section 197 and schedule V of the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall have the discretion and authority to modify the aforesaid terms and conditions and remuneration within the limit as approved by the members;

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of requisite e-forms with the MCA(ROC) or such other authority as may be required and to take all such steps including seeking all necessary approvals, if any, to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

3. **Appointment of Mr. Mool Chand Gauba (DIN:02942664) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the 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 amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Mool Chand Gauba (DIN: 02942664), who was appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, with effect from October 03, 2026 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of a Director, being so eligible, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from October 03, 2026 to October 02, 2031 (both days inclusive) upon the terms and conditions as set out in the explanatory statement annexed to this notice;

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of requisite e-forms with the MCA(ROC) or such other authority as may be required and to take all such steps including seeking all necessary approvals, if any, to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

4. **Increase in Authorised Share Capital and consequent alteration to the Capital clause of the Memorandum of Association (MOA) of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**: -

**"RESOLVED THAT** pursuant to the provisions of Section(s) 13, 61(1)(a) and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), including the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations") as amended from time to time, to the extent applicable (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), and pursuant to Article 36 of the Articles of Association of the Company and subject to such permissions, consents and approvals, if any, from the concerned statutory authorities as may be required in this regard and based on the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for increasing the Authorised Share Capital of the Company from Rs. 108,50,00,000/- (Rupees One Hundred Eight Crore Fifty Lakh only) divided into 5,50,00,000 (Five Crore Fifty Lakh) equity shares of Rs. 2/- (Rupees Two only) each and 9,75,00,000 (Nine Crore Seventy-Five Lakh) preference shares of Rs. 10/- (Rupees Ten only) each to Rs. 121,00,00,000/- (Rupees One Hundred Twenty-one Crore only) divided into 11,75,00,000 (Eleven Crore Seventy-Five Lakh) equity shares of Rs. 2/- (Rupees Two only) each and 9,75,00,000 (Nine Crore Seventy-Five Lakh) preference shares of Rs. 10/- (Rupees Ten only) each by creation of additional 6,25,00,000 (Six Crore Twenty-five Lakh) Equity Shares of Rs. 2/- (Rupees Two only) each ranking pari passu in all respect with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** the existing Clause V of Memorandum of Association of the Company be and is hereby altered and substituted by the following new clause:

*"V. The Authorised Share Capital of the Company is Rs. 121,00,00,000/– (Rupees One Hundred Twenty-one Crore only) consisting of 11,75,00,000 (Eleven Crore Seventy-Five Lakh) equity shares of Rs. 2/– (Rupees Two only) each and 9,75,00,000 (Nine Crore Seventy-Five Lakh) preference shares of Rs. 10/– (Rupees Ten only) each with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company."*

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of requisite e-forms with the MCA(ROC) or such other authority as may be required and to take all such steps including seeking all necessary approvals, if any, to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**By Order of the Board of Directors**
**For Hindusthan Insulators & Industries Limited**
**Sd/-**
**(Neha Kejriwal)**
**Company Secretary & Compliance Officer**

**Date: October 03, 2026**
**Place: New Delhi**

## 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 resolutions is annexed and forms a part of this postal ballot notice.

2. In compliance with the MCA Circulars, SEBI 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, October 02, 2026 ("Cut-Off Date")** received from the Depositories and whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants /Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms are not being sent to members. 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 CDSL at www.evotingindia.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 Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-Voting facility to its Members. The voting rights of the Members shall be in proportion to their shares 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 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 resolutions 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 Wednesday, October 14, 2026** and ends at **5:00 P.M. (IST) on Thursday, November 12, 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 Central Depository Services (India) 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 Saturday, November 14, 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 CDSL.

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. CDSL engaged by the Company to facilitate remote e-Voting, will also display the Results on its website at www.evotingindia.com.

12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Thursday, November 12, 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 electronic inspection without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members intending to do so may send a request by email to investors@hindusthan.co.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

15. The Instructions for Members for E-Voting are as under:

**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 CDSL on the resolution set forth in this notice.

The remote e-voting period begins on Wednesday, October 14, 2026 at 9:00 A.M. (IST) and ends on Thursday, November 12, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, October 02, 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.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

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

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

(i) The voting period begins on Wednesday, October 14, 2026 at 9:00 A.M. (IST) and ends on Thursday, November 12, 2026 at 5:00 P.M. (IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, October 02, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br><br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br><br>3. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL Depository** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.<br><br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.<br><br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

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

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

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

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

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | **For Physical shareholders and other than individual shareholders holding shares in Demat.** |
|---|---|
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at investors@hindusthan.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

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

## ITEM NO. 1:

In accordance with the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 12, 2025, appointed Mr. Shailendra Jhalani as the Chief Financial Officer designated as Key Managerial Personnel (KMP) of the Company with effect from February 12, 2025.

Mr. Shailendra Jhalani heads finance function and also all the commercial activities including Marketing and production of the Insulators & Electricals Company (IEC), unit of the Company. He has over 27 years of professional experience in managing an industrial unit thereby covering all the facets of running a manufacturing business. By qualification, Mr. Jhalani is a Chartered Accountant and has graduated from Shriram College of Commerce, Delhi University. The Management considering his contribution to the Company, proposes to appoint him as the Whole-Time Director (designated as Deputy Managing Director) of the Company. The Board of Directors is of the opinion that his leadership abilities have been instrumental in fostering growth of the business.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on October 03, 2026, approved the appointment of Mr. Shailendra Jhalani (DIN:11720969) as an Additional Director of the Company under the provisions of section 161 of the Companies Act, 2013 ("Act") with effect from October 04, 2026 until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. In the same Meeting the Board also appointed Mr. Shailendra Jhalani as the Whole-Time Director of the Company - designated as 'Deputy Managing Director' and Key Managerial Personnel (KMP), liable to retire by rotation, for a term of 3 (three) consecutive years effective from October 04, 2026 to October 03, 2029 (both days inclusive), subject to the approval of members and other necessary approvals, if any, in accordance with Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) on the terms and conditions and remuneration as mentioned below:

| **Compensation Detail**<br>**Fixed Compensation** | **Annual CTC Breakup (INR)** |
|---|---|
| **i. Monthly Payments** | |
| Basic | 2,24,851 |
| House Rent Allowance | 1,68,638 |
| Conveyance Allowance | 18,741 |
| Special Allowance | 36,820 |
| **Total Monthly Gross** | **4,49,050** |
| **Total Annual Gross** | **53,88,600** |
| **ii. Annual Retiral Payments:** | |
| *PF Employer Contribution | 3,23,784 |
| *Gratuity Provision (As per Law) | 1,37,604 |
| **Total Annual Retrial Payments (c)** | **4,61,388** |

| | |
|---|---|
| **1. Total Fixed Annual Earning** | **58,49,988** |
| **Variable Pay** | |
| **Variable Pay Scheme (VPS) | 6,50,012 |
| **2. Annual Variable Pay (d)** | **6,50,012** |
| **Total Annual Remuneration (1+2)** | **65,00,000** |

- **Reimbursements:** He shall be entitled to reimbursement of all reasonable and legitimate expenses actually incurred in the discharge of his official duties. Such reimbursements shall include, but not be limited to, expenses relating to communication, travel, business meetings and entertainment, mobile and data services, internet and residential landline/network connectivity used for official purposes, meals, professional membership and subscription fees, participation in business knowledge enhancement and networking programmes, and any other out-of-pocket expenses incurred wholly and exclusively for the purposes of the Company's business, in accordance with the Company's policies.
- **Minimum Remuneration:** In the event of absence of profits and/ or inadequacy of profits in any financial year during the tenure of Mr. Shailendra Jhalani, Whole-Time Director (designated as Deputy Managing Director) of the Company, the payment of above remuneration, perquisites, statutory benefits and other Company benefits and stated reimbursements shall be made notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations") or under any other laws for the time being in force, if any.
- The services will be subject to termination on three months' notice on either side or salary in lieu thereof.

*** Statutory Benefits and other Company Benefits:** As per the Company's policy as amended from time to time, including but not limited to contribution to provident fund, gratuity, leave encashment, medical insurance for self and family.

** Variable pay will be paid as per Company Policy based on the individual and Company performance.

Pursuant to Regulation 17(1C) of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members for appointment of Mr. Shailendra Jhalani is required within a period of three months from the date of appointment on the Board.

Since Mr. Shailendra Jhalani was being appointed as a Whole-time director (designated as Deputy Managing Director) of the Company, he ceased to act as the Chief Financial Officer and Senior Management Personnel (SMP) of the Company with effect from October 03, 2026 and has accordingly submitted his resignation. He continues to be designated as Key Managerial Personnel of the Company pursuant to section 203 of the Companies Act, 2013.

The Company has received notice from a member under Section 160(1) of the Companies Act, 2013 proposing Mr. Shailendra Jhalani's candidature as a Director of the Company. He satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has provided his consent for appointment and has also confirmed that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India ("SEBI") or any other such authority.

Further, the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, as stated in Section 197 and Schedule V of the Companies Act, 2013.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act. Disclosures and information as required

under Schedule V of the Act and Regulation 36 (3) of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection by the Members in electronic form in the manner set out in Note no.14 to this Notice.

The appointment of Mr. Shailendra Jhalani and his terms and conditions of appointment including remuneration is subject to approval by the members of the Company. The Board recommends his appointment as Whole-time Director designated as "Deputy Managing Director", as proposed in Resolution no. 1 by way of a special resolution.

Mr. Shailendra Jhalani is interested in the Special Resolution set out at Item No. 1 with respect to his appointment and fixation of remuneration. The relative(s) of Mr. Jhalani are deemed to be interested to the extent of their shareholding interest, if any, in the Company. Save and except the above none of the other Directors/ Key Managerial Personnel ("KMP") of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice. Mr. Shailendra Jhalani is not related to any other Director/ KMP of the Company.

## ITEM NO. 2

Mr. Deepak Kejriwal (DIN: 07442554) is currently the Managing Director of the Company and is also a Member of the Audit Committee and Stakeholders' Relationship Committee of the Board of Directors of the Company.

Based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, Mr. Deepak Kejriwal (DIN: 07442554) was re-appointed as Managing Director by way of a special resolution passed by the members at the 64$^{th}$ Annual General Meeting of the Company held on September 30, 2024 with effect from December 01, 2024 for a further term of three years at a remuneration not exceeding Rs. 75 Lakhs per annum including the minimum remuneration to be paid in case Company has no profits or inadequate profits of the Company during the currency of the tenure of Managing Director with liberty to the Board of Directors including Nomination and Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit without referring the matter to the General Body not exceeding the limits specified under Schedule V of the Companies Act, 2013 as amended/modified. Pursuant to the above approval of members and as a part of the annual increment process, the aforesaid remuneration of Rs. 75 Lakhs per annum was further revised to Rs. 81 Lakhs per annum and thereafter to Rs. 1.01 Crores per annum by the Board of Directors, on the recommendation of the Nomination & Remuneration Committee.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on October 03, 2026, subject to the approval of members, have approved the revision in remuneration payable to the Managing Director to Rs. 1.65 Crores per annum with effect from April 01, 2026 for the remaining period of his present tenure i.e. upto November 30, 2027 as detailed below, while all other terms and conditions of his appointment shall remain unchanged:

| Compensation | Annual CTC Breakup (INR) |
|---|---|
| **Fixed Compensation** | |
| **i. Monthly Payments** | |
| Basic | 5,70,776 |
| House Rent Allowance | 3,93,082 |
| Conveyance Allowance | 47,574 |
| Special Allowance | 93,467 |
| **Total Monthly Gross** | **11,04,899** |
| **Total Annual Gross** | **1,32,58,788** |
| **ii. Annual Retiral Payments:** | |
| *PF Employer Contribution | 8,21,916 |
| *Gratuity Provision (As per Law) | 3,49,296 |
| **Total Annual Retrial Payments (c)** | **11,71,212** |
| **Monthly Car Reimbursement @ 35000/- pm** | **4,20,000** |
| **1. Total Fixed Annual Earning** | **1,48,50,000** |
| **Variable Pay** | |
| **Variable Pay Scheme (VPS) | 16,50,000 |
| **2. Annual Variable Pay (d)** | **16,50,000** |
| **Total Annual Remuneration (1+2)** | **1,65,00,000** |

- **Reimbursements:** He shall be entitled to reimbursement of all reasonable and legitimate expenses actually incurred in the discharge of his official duties. Such reimbursements shall include, but not be limited to, expenses relating to communication, travel, business meetings and entertainment, mobile and data services, internet and residential landline/network connectivity used for official purposes, meals, professional membership and subscription fees, participation in business knowledge enhancement and networking programmes, and any other out-of-pocket expenses incurred wholly and exclusively for the purposes of the Company's business, in accordance with the Company's policies.
- **Minimum Remuneration:** In the event of absence of profits and/ or inadequacy of profits in any financial year during the tenure of Mr. Deepak Kejriwal, Managing Director of the Company the payment of above remuneration, perquisites, statutory benefits and other Company benefits and stated reimbursements shall be made notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations") or under any other laws for the time being in force, if any.
- The services will be subject to termination on three months' notice on either side or salary in lieu thereof.

* **Statutory Benefits and other Company Benefits:** As per the Company's policy as amended from time to time, including but not limited to contribution to provident fund, gratuity, leave encashment, medical insurance for self and family.

** Variable pay will be paid as per Company Policy based on the individual and Company performance.

The proposed revision in remuneration is considered appropriate in view of the Managing Director's significant contribution to the growth and strategic direction of the Company, as well as his continued leadership in achieving its operational and financial objectives. Under his leadership, the Company has strengthened its position as one of India's leading manufacturers of electro-porcelain high-tension insulators used in power transmission networks. The Company's revenue from operations increased to ₹338.54 crore in FY 2025–26 from ₹272.79 crore in FY 2024–25, while EBITDA increased significantly to ₹65.69 Crores in FY 2025–26 as compared to a negative EBITDA of ₹8.79 Crores in FY 2024–25.

The Board believes that his strong financial acumen will significantly contribute to strengthening the Company's market position and ensuring sustainable growth and that the revised remuneration is fair, reasonable, and commensurate with the Managing Director's experience, expertise and responsibilities and prevailing industry remuneration practices for comparable positions. The proposed remuneration structure is also intended to recognize the performance and ensure continuity of leadership.

Further, the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, as stated in Schedule V of the Companies Act, 2013.

Disclosures and information as required under Schedule V of the Act and Regulation 36 (3) of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

Documents relating to this item of business shall be available for inspection by the Members in electronic form in the manner set out in Note no.14 to this Notice.

The Board recommends the Special Resolution set out at item no. 2 of the Notice for approval by the Members.

Mr. Deepak Kejriwal is interested in the Special Resolution set out at Item No. 2 with respect to fixation of remuneration. The relative(s) of Mr. Kejriwal are deemed to be interested to the extent of their shareholding interest, if any, in the Company. Save and except the above none of the other Directors/ Key Managerial Personnel ("KMP") of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice. Mr. Deepak Kejriwal is not related to any other Director/ KMP of the Company.

## ITEM NO. 3

The members are hereby informed that Mr. Mool Chand Gauba (DIN: 02942664) was appointed as an Independent Director of the Company by the members at the Fifty-fifth Annual General Meeting for a term of five consecutive years, commencing from September 21, 2015 and ending on September 20, 2020 ("First Term"). He was subsequently re-appointed by the members at the Sixtieth Annual General Meeting for a second term of three consecutive years, commencing from September 21, 2020 and ending on September 20, 2023 ("Second Term").

Having completed two consecutive terms as an Independent Director, Mr. Mool Chand Gauba ceased to hold office as an Independent Director upon completion of his second term on September 20, 2023. Accordingly, upon completion of the cooling-off period of three years from the date of cessation, he becomes eligible for appointment as an Independent Director again, in accordance with the provisions of Section 149(11) of the Companies Act, 2013.

Therefore, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at their meeting held on October 03, 2026, approved the appointment of Mr. Mool Chand Gauba (DIN: 02942664), as an Additional Director in the category of Non-Executive, Independent Director of the Company, with effect from October 03, 2026 in accordance with the provisions of Sections 149, 161 of the Companies Act, 2013 along with other applicable provisions, if any and the rules made thereunder and Articles of Association of the Company who shall hold the

office until the date of next General Meeting. In the same meeting, subject to the approval of the members and based on the recommendation of the Nomination and Remuneration Committee, the Board also approved the appointment of Mr. Gauba as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, commencing from October 03, 2026 to October 02, 2031 (both days inclusive), in accordance with Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Company's Articles of Association and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mr. Mool Chand Gauba is a Retired General Manager of Public Sector Bank having served in various positions over a span of nearly four decades. He is a Qualified Certified Associate of Indian Institute of Bankers (CAIIB) and is an associate member of the Indian Institute of Banking and Finance and a Science Graduate from Delhi University. He has a wide experience in Banking, Financial Management and Corporate Finance. Mr. Mool Chand Gauba possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. In the opinion of the Board, Mr. Gauba fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is independent of management of the Company. His induction on the Board will be in the overall interest of the Company.

Further, in terms of Regulation 17(1A) of SEBI Listing Regulations, consent of the members by way of special resolution is required for appointment or continuation of directorship of a Non-Executive Director beyond the age of 75 years. Mr. Mool Chand Gauba has attained the age of 74 years and will attain the age of 75 years on May 12, 2027 and approval of the Members will be required by way of special resolution for continuation of his directorship. The Board of Directors are of the view that Mr. Gauba's appointment is considered appropriate in view of his extensive experience and expertise and his association will provide strategic guidance and support the Company in achieving its long-term business objectives.

The Company has received all the statutory declarations/disclosures from Mr. Gauba including the consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, declaration of independence confirming that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and Regulation 16(1) (b) of the Listing Regulations, confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, confirmation that he is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Pursuant to Regulation 17(1C) of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members for appointment of Mr. Mool Chand Gauba is required within a period of three months from the date of appointment on the Board by way of Special Resolution as per Regulation 25(2A) of the SEBI Listing Regulations.

Mr. Gauba is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice from a member under Section 160 of the Act proposing his candidature as an Independent Director of the Company.

The information as required under Regulation 36 (3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Mr. Mool Chand Guaba shall be entitled to payment of sitting fees for attending the meetings of the Board and Committee thereof, if any.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection by the Members in electronic form in the manner set out in Note no.14 to this Notice.

The Board recommends the Special Resolution set out at item no. 3 of the Notice for approval of the Members.

Mr. Mool Chand Gauba, being the appointee, is interested in the special resolution set out at Item No. 3 of the Notice. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding interest in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution. Mr. Mool Chand Gauba is not related to any other Director/KMP of the Company.

## ITEM NO. 4

Presently, the Authorised Share Capital of the Company is Rs. 108,50,00,000/- (Rupees One Hundred Eight Crore Fifty Lakh only) divided into 5,50,00,000 (Five Crore Fifty Lakh) equity shares of Rs. 2/- (Rupees Two only) each and 9,75,00,000 (Nine Crore Seventy-Five Lakh) preference shares of ₹ 10/- (Rupees Ten only) each.

Considering the Company's business plans, future growth, opportunities and evolving capital requirements, it is considered appropriate to increase the Authorised Share Capital from Rs. 108,50,00,000/- (Rupees One Hundred Eight Crore Fifty Lakh only) divided into 5,50,00,000 (Five Crore Fifty Lakh) equity shares of Rs. 2/- (Rupees Two only) each and 9,75,00,000 (Nine Crore Seventy-Five Lakh) preference shares of Rs. 10/- (Rupees Ten only) each to Rs. 121,00,00,000/- (Rupees One Hundred Twenty- One Crore only) consisting of 11,75,00,000 (Eleven Crore Seventy-Five Lakh) equity shares of Rs. 2/- (Rupees Two only) each and 9,75,00,000 (Nine Crore Seventy-Five Lakh) preference shares of Rs. 10/- (Rupees Ten only) each and to consequently amend the capital clause as stated in the resolution at Item No. 4.

The propose increase in Authorised Share Capital is intended to provide the Company with adequate flexibility and headroom to meet its future capital requirements and to facilitate such issue of equity shares as may be considered appropriate by the Board of Directors from time to time, subject to the requisite approvals.

Further, the Board of Directors at their meeting held on October 03, 2026 has approved the proposal for the aforesaid increase in authorised share capital of the Company and the consequential amendments to be made to the Capital clause of Memorandum of Association (MOA) of the Company subject to the approval of the shareholders of the Company by way of an ordinary

resolution and approval of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The Board of Directors is of the opinion that the above proposal is in the interest of the Company and its existing and potential investors. The Board has therefore, recommended the resolution set out at item no. 4 of this Postal Ballot Notice for the approval of the Members of the Company by way of Ordinary Resolution pursuant to provisions of Sections 13 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

A copy of the Draft Memorandum of Association of the Company containing the proposed alteration would be available for inspection by the Members of the Company in the manner set out in Note no. 14 of this notice.

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of this notice.

## The Statement Containing Additional Information as Required Under Section-II of Part – II of Schedule-V of the Act:

### I. General Information

| | | |
|---|---|---|
| 1. | Nature of Industry | Manufacturing of Electrical Equipments |
| 2. | Date or expected date of commencement of commercial production | The Company was incorporated on October 17, 1959 and commenced its operations in the year 1960. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | N.A. |
| 4. | Financial performance based on given indicators as per audited financial results for the year ended March 31, 2026: | Amount (In lakhs) |

| Financial Parameters | FY 2025-26 |
|---|---|
| Sales | 33,506.6 |
| Profit/(Loss) before depreciation | 5,624.23 |
| Depreciation | 903.22 |
| Profit/(Loss) after depreciation, but before provision for tax & exceptional item | 4,721.01 |
| Net Profit/(Loss) after tax & exceptional item | (787.4) |

| | | |
|---|---|---|
| 5. | Foreign investments or collaborations, if any | None |

### II. Information about appointee

| S.N. | Particulars | Mr. Shailendra Jhalani | Mr. Deepak Kejriwal |
|---|---|---|---|
| 1. | Background Details | Mr. Shailendra Jhalani has over 27 years of professional experience in managing an industrial unit thereby covering all the facets of running a manufacturing business. He heads the finance function and all the commercial activities including Marketing and production of the Insulators & Electricals Company (IEC), unit of the Company. By qualification, Mr. Jhalani is a Chartered Accountant and has graduated from Shriram College of Commerce, Delhi University. Detailed profile is available on the website of the Company. https://hindusthaninsulators.com/investorrelation.aspx?mpgid=151&pgidtrail=151&catid=23 | Mr. Deepak Kejriwal has over 30 years of experience and association with Hindusthan Group. He serves as a Managing Director of the Company. He is looking after overall finance and operations of the Company. He joined the Company in 1996 and has held a number of senior roles within the Company. Detailed profile is available on the website of the Company https://hindusthaninsulators.com/investorrelation.aspx?mpgid=151&pgidtrail=151&catid=24 |
| 2. | Past Remuneration paid during the financial year ended March 31,2026 | Rs. 48 Lakhs per annum | Rs. 96.80 Lakhs per annum |
| 3. | Recognition or Awards | Acting as Chairman of IEEMA Insulators Division | The Managing Director has contributed to the overall management and business operations of the Company. |
| 4. | Job-profile and his suitability | As mentioned in Item No. 1 of the Explanatory Statement. | As mentioned in Item No. 2 of the Explanatory Statement. |
| 5. | Remuneration proposed | Rs. 65 Lakhs per annum | Rs. 1.65 Crores per annum |

| | | | |
|---|---|---|---|
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin). | The remuneration is fully justifiable and comparable to the prevailing remuneration being paid in the industry, keeping in view their profiles, enriched knowledge and vast experience. | |
| 7. | Pecuniary relationship directly or indirectly with the company, or relation with the managerial Personnel. | Besides the remuneration proposed to be paid to him, Mr. Shailendra Jhalani does not have any other pecuniary relationship with the Company or relationship with the other managerial personnel. | Besides the remuneration proposed to be paid to him, Mr. Deepak Kejriwal does not have any other pecuniary relationship with the Company or relationship with the other managerial personnel. |

## III. Other Information

| | | |
|---|---|---|
| 1. | Reasons of loss or inadequate profits. | The Company has reported a loss after tax of Rs. 7.87 Crores during FY 2025-26. The loss is primarily attributable to the exceptional loss arising on the sale of its subsidiary, Hindusthan Speciality Chemicals Limited (HSCL). Excluding the impact of exceptional items, the Company earned a profit before tax of Rs. 47.21 Crores during the year. Further, the net profit computed under Section 198 of the Companies Act, 2013 amounts to Rs. 46.71 Crores. Evolving global economic conditions and ever-changing market conditions may impact the Company's profitability and margins. |
| 2. | Steps taken or proposed to be taken for improvement. | The demand for insulators in the power transmission and distribution sector continues to remain strong. The Company has benefited from improved market conditions and higher selling prices of its products. The management is focused on enhancing operational efficiency, increasing production capacity, and optimizing product realization to further improve profitability. |
| 3. | Expected increase in productivity and profits in measurable terms. | With the continued increase in selling prices and sustained market demand for insulators, the Company expects improvement in its revenue and profitability. The ongoing capacity enhancement initiatives and operational improvements are expected to contribute positively to productivity and profitability, enabling the Company to maintain profitable operations in the forthcoming quarters. |

## IV. Disclosures:

The information and disclosures of the remuneration package of all Directors for FY 2025-26 along with other details have been mentioned in the Corporate Governance Report forming part of the Annual Report under the Heading “Remuneration of Directors” as per the requirements of Section II of Part II of Schedule V of the Act.

## Additional Information on Director Recommended for Appointment / Reappointment and/or Fixation of Remuneration as Required Under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2

| Name of the Director | Mr. Shailendra Jhalani | Mr. Deepak Kejriwal | Mr. Mool Chand Gauba |
|---|---|---|---|
| Directors Identification Number (DIN) | 11720969 | 07442554 | 02942664 |
| Date of Birth & Age | May 10, 1972<br>54 years | August 03, 1966<br>60 years | May 12,1952<br>74 years |
| Original date of appointment/ Date of first appointment on the Board | October 04, 2026 | December 01, 2018 | October 03, 2026 |
| Qualifications | ▪ Fellow Member of the Institute of Chartered Accountants of India<br>▪ Fellow Member of the Institute of Cost Accountants of India (ICMAI)<br>▪ Bachelor's degree in Commerce (B Com Hons.), from Shriram College of Commerce, University of Delhi | ▪ Fellow Member of the Institute of Chartered Accountants of India (ICAI)<br>▪ Bachelor's degree in Commerce | ▪ Quaified CAIIB, Associate member of the Indian Institute of Banking and Finance<br>▪ Science Graduate from Delhi University |
| Experience | More than 27 years of professional experience | Over 30 years in Hindusthan Group | Over 40 years in Banking and Finance |
| Brief Resume | Detailed profile is available on the website of the Company https://hindusthaninsulators.com/investorrelation.aspx?mpgid=151&pgidtrail=151&catid=23 | Detailed profile is available on the website of the Company https://hindusthaninsulators.com/investorrelation.aspx?mpgid=151&pgidtrail=151&catid=24 | Detailed profile is available on the website of the Company https://hindusthaninsulators.com/investorrelation.aspx?mpgid=151&pgidtrail=151&catid=82 |
| Nature of expertise in specific functional areas | ▪ Strategic Leadership and Business Management<br>▪ Finance and Financial Management<br>▪ Corporate Strategy and Business Growth<br>▪ Risk Management<br>▪ Understanding of Emerging Markets and Consumer Insights | ▪ Crafting Business Strategies<br>▪ Strategic Leadership and Business Management<br>▪ Financial Management<br>▪ Operations and Process Excellence<br>▪ Corporate Strategy and Business Growth<br>▪ Risk Management<br>▪ Stakeholder Value Creation | ▪ Leadership expertise<br>▪ Financial Management Expertise<br>▪ Banking expertise<br>▪ Managerial skills<br>▪ Corporate Finance |
| Remuneration last drawn during financial year 2025-26 | Rs. 48 Lakhs per annum | Rs. 96.80 Lakhs per annum | NA |
| Number of Meetings of Board attended during FY 2025-26 | Mr. Jhalani had attended 5 meetings of Board as the Chief Financial Officer of the Company. | 7 out of 7 | NA |
| *Shareholding in the Company including shareholding as a beneficial owner<br>*As on October 02, 2026* | 15 Equity shares | 75 Equity shares | NIL |

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|---|---|---|---|
| Terms and conditions of appointment/re-appointment along with remuneration details | Refer to item no. 1 of the Notice and the corresponding Explanatory Statement | Refer to item no. 2 of the Notice and the corresponding Explanatory Statement | Refer to item no. 3 of the Notice and the corresponding Explanatory Statement |
| Relationships between Directors inter-se and with manager/other key managerial personnel of the company | None | None | None |
| Directorships held in other companies | None | None | ▪ Promain Limited<br>▪ Hindusthan Engineering & Industries Limited<br>▪ Orient Bonds and Stock Limited<br>▪ Hindusthan Business Corporation Ltd.<br>▪ Intercontinental Trading and Investment Company Limited<br>▪ Pradyumna Steels Limited<br>▪ Kidspreneurship India Private Limited<br>▪ Hindusthan Miswaco Limited |
| Membership/ Chairmanship of committees in other companies | None | None | Member of the Audit Committee and Nomination & Remuneration Committee of Pradyumna Steels Limited |
| Listed entities from which the person has resigned in the past three years | None | None | None |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | Leadership, Management, Financial Expertise, Strategy Development and Implementation, Global Business | Financial Expertise, Leadership, Management, Governance, Strategy Development and Implementation, Risk Management | Financial Management and Expertise, Governance, Legal and Regulatory, Risk Management |

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

**Sd/-**
**(Neha Kejriwal)**
**Company Secretary and Compliance Officer**

**Date: October 03, 2026**
**Place: New Delhi**