

The background features a large, abstract geometric design. A prominent diagonal line runs from the top-left towards the bottom-right. This line is composed of a red segment at the top and a dark blue segment at the bottom. The dark blue segment is significantly larger and extends further down and to the right. The overall composition is clean and modern, using a limited color palette of red, dark blue, and white.

NOTICE OF AGM

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **15th (Fifteenth)** Annual General Meeting of the Company **HMA Agro Industries Limited** will be held on Friday, 22nd day of September, 2023 at 05:00 P.M. at "**Jaypee Palace Hotel & Convention Centre**" Fatehabad Road, Tajganj, Agra, Uttar Pradesh 282001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹3/- per Equity share for the financial year 2022-23.
3. To appoint a director in place of Gulzeb Ahmed (DIN: 06546660), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board
For: **HMA AGRO INDUSTRIES LIMITED**

Sd/-
Gulzar Ahmad
Chairman cum Whole Time Director
DIN: 01312305

Place: Agra
Date: 29.08.2023

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular nos. 20/2020, 02/2021, 19/2021, 02/2022 and 10/2022 dated 5th May, 2020, 13th January, 2021, 8th December, 2021, 5th May, 2022 and 28th December, 2022 respectively, read together with circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020, respectively, (collectively referred to as "MCA Circulars") permitted convening of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, without the physical presence of the members at a common venue. Further, Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/ HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 5th January, 2023 respectively, ("SEBI Circulars") has also granted certain relaxations with respect to AGM.

Note: The management of the company has decided to conduct and convene the Annual General Meeting of the company in physical mode only. All the stakeholders are requested to attend the annual general meeting through physical mode only.
2. There is no any special business in the agenda of AGM, so there is no requirement to give any Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013.
3. The company is providing facility for voting by electronic means and the business may be transacted through such voting, however, the company has adopted physical mode for convening its **15th Annual General Meeting**. Therefore, members can also opt to physically attend the Annual General Meeting of the company.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting on the date of the Annual General Meeting will be provided by NSDL.
5. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
6. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
7. **A member entitled to attend and vote at the meeting is entitled to appoint another person (whether a shareholder or not) as his/her proxy to attend and vote instead of himself/ herself, and the proxy need not be a member but a proxy so appointed shall not have any right to speak at the meeting and can vote only on a poll. The proxies in order to be effective must be duly signed and received at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxy form is annexed to the notice as ANNEXURE-1.**
8. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10%) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10%) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
9. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
11. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
12. Proxies Holder shall prove his identity at the time of attending Meeting.
13. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice shall be open for inspection by the Members at the

Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection during the AGM at the Registered Office of the Company.

14. Members are requested to bring their original photo ID (like PAN Card, Aadhaar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
15. Only bona-fide Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
16. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
17. Members are requested to quote their DP ID / Client ID, in all correspondence with the Company / Registrar and Share Transfer Agent
18. The Body Corporates are entitled to appoint authorized representatives and required to send a scanned copy (PDF/JPG format) of their respective Board or governing body resolution/ Authorization etc., authorizing their representative for the purpose of voting through e-voting or to participate and voting in the Annual General Meeting to the company on their email ID cs@hmaagro.com
19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. Members of the Company holding shares in Dematerialized forms as on Benpos date will receive Annual Report for the financial year 2022-23 through electronic mode.
21. The details of the directors seeking appointment/ reappointment as required by Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 issued by the Institute of Company Secretaries of India are given in **ANNEXURE-2** to the notice. The Board of Directors recommends all the appointments / reappointments as proposed. The directors have furnished consent/ declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
22. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, the September 16, 2023 to Friday, the September 22, 2023** (both days inclusive) for the purposes of the AGM and determining the names of members eligible for dividend on equity shares, if declared at the AGM.
23. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made within 30 days of its declaration in AGM, to those members whose names are on the Company's Register of Members on September 15, 2023 and those whose names appear as Beneficial Owners as at the close of the business hours on September 15, 2023 as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.
24. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Members and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at the applicable rates. A separate email had been sent at the registered email ID of the members describing about the detailed process to submit the documents / declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time had been provided for submitting the documents / declarations by the Members who desire to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company at <https://www.hmagroup.co>
25. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) Suspense Account. As this is the first time Company is declaring the dividend, therefore details related to these provisions are not applicable to the Company.
26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s).

27. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination details, bank details such as name of the bank and branch, bank account number, IFSC Code etc., as per instructions set out below:

Members holding the shares in electronic form should furnish the above details to their Depository Participant ("DP") in the prescribed form provided by the DP.

28. The Company has appointed **Bigshare Services Private Limited**, as its Registrars and Share Transfer Agents ("RTA") for rendering the entire range of services to the shareholders of the Company. Accordingly, all documents, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the RTA directly quoting Folio No./Demat Account, full name and name of the Company as HMA Agro Industries Limited.
29. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
30. The Company's Securities are listed on BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 and NSE Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400051.
31. The Company has set **Friday, 15th day of September, 2023 as the "Cut-off Date"** for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting.
32. Mr. Ramesh Chandra Sharma, Company Secretaries in practice (Mem. No. FCS 5524) and proprietor of R. C. Sharma & Associates, Agra appointed as the Scrutinizer of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting")
33. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hours of the conclusion of the Annual General Meeting, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
34. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.hmagroup.co>. The results shall also be uploaded to the Stock Exchange where the shares of the company are listed within 48 hours of the conclusion of the Annual General Meeting.
35. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
36. The Annual Report of the Company for the year 2022-2023, circulated to the Members of the Company in electronic form and is available on the Company's website viz. <https://www.hmagroup.co>. The Annual Report is also available at the website of RTA Bigshare Services Private Limited viz. <https://www.bigshareonline.com>
37. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance.
38. Shareholders intending to require information about accounts to be explained in the meeting are requested to inform the Company at following email id cs@hmaagro.com at least seven days in advance of the Annual General Meeting. Also, Members who require e-communication and in case of any queries regarding the Annual Report, Members may write to cs@hmaagro.com
39. Members may also note that the Annual Report for the financial year 2022-23 together with the Notice of **15th Annual General Meeting**, Attendance Slip, Proxy Form, Ballot Paper and Route Map will also be available on the website of the Company viz. <https://www.hmagroup.co> for their download.
40. **Attendance Slip (Annexure-3), Proxy Form (Annexure-1), Ballot Paper (Annexure-4)** have been enclosed herein. Route Map giving directions to the venue of the meeting is also annexed to the Annual Report.
41. The Annual Listing Fees for the year 2023-2024 have been paid by the Company to the BSE Limited and NSE Limited where the shares of the Company are listed.
42. The Independent Directors of the company has furnished the requisite declaration for independence as per Section 149 of the Companies Act, 2013.

43. Electronic copy of the Annual Report for 2022-2023 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
44. Members may also note that the Notice of the **15th Annual General Meeting** and the Annual Report for 2022-2023 will also be available on the Company's website <https://www.hmagroup.co> NSDL www.evotingindia.com or <https://www.evoting.nsdl.com/> and website of Bigshare Services Private Limited www.bigshareonline.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office located in Agra for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@hmaagro.com.
45. As per the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI Circular No. SEBI/ HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars"), the Annual Report will be sent through electronic mode to those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant and shareholders may submit request to send full annual report to the company on the email id cs@hmaagro.com.
46. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Friday, 22nd September, 2023, the date of the Annual General Meeting of the Company.
47. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
48. The facility for voting through Ballot / Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
49. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in Form no. SH-13.
50. The Company has entered into agreements with Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.
51. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary of the company by **15th September, 2023**.

OTHER INFORMATION

52. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
53. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor's Report, Director's Report, etc., to the members through e-mail.
54. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at <https://www.hmagroup.co>. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The 15th Annual General Meeting Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the Annual General Meeting) i.e., www.evotingindia.com
55. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the company will remain closed **from Saturday, 15th September, 2023 to Friday, 22nd September, 2023** (both days inclusive).

The dividend of ₹3.00/- per equity share (@30%), as recommended by the Board of Directors, if declared at the AGM, will be paid/dispatched within 30 days from the date of the ensuing AGM of the Company as under:

- To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) as on Friday, 15th September, 2023.

Any query related to dividend should be directed to the RTA of the Company.

Pursuant to the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1st April, 2020 shall be taxable in the hands of the Members, therefore, the Company is required to deduct tax at source at the time of making payment of dividend at the prescribed rates. In order to enable the Company to determine the appropriate TDS rate, as applicable, shareholders are requested to submit their documents in accordance with the applicable provisions. The Company will also send an e-mail to all shareholders at their registered email ids in this regard and the same shall be available under Investor Relations Section at the Company’s website i.e. <https://www.indiaglycols.com/investors/shareholders-communication.html>. The Members are requested to update their PAN with depository participant.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 19th September, 2023 at 09:00 A.M. and ends on 21st September, 2023 at 05:00 P.M. 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 record date (cut-off date) i.e., 15th September, 2023, 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 15th September, 2023.





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"> 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. 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/IdeasDirectReg.jp 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div> |

| | |
|--|---|
| <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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33</p> |

B) Login Method for e-Voting 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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?

- 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 is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 rcsharmacs@yahoo.com with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to of NSDL Official at evoting@nsdl.co.in

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 (Company email id: cs@hmaagro.com)
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 (Company email id cs@hmaagro.com). 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.

By Order of the Board
For: HMA AGRO INDUSTRIES LIMITED

Sd/-
Gulzar Ahmad
Chairman cum Whole Time Director
DIN: 01312305

Place: Agra
Date: 29.08.2023

ANNEXURE-1

HMA AGRO INDUSTRIES LIMITED

CIN: U74110UP2008PLC034977

Regd Off: 18A/5/3 Tajview Crossing Fatehabad Road Agra Uttar Pradesh-282001

**Form No. MGT-11
(Proxy form)**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| Name of the Member(s) | |
|-----------------------|--|
| Registered Address | |
| E-mail Id | |
| Folio No /Client ID | |
| DP ID | |

I/We, being the member(s) holding _____ shares of the above-named Company, hereby appoint:

| | |
|----------------------------------|------------|
| 1. Name: | E-mail Id: |
| Address: | |
| Signature: _____, or failing him | |

| | |
|----------------------------------|------------|
| 2. Name: | E-mail Id: |
| Address: | |
| Signature: _____, or failing him | |

| | |
|----------------------------------|------------|
| 3. Name: | E-mail Id: |
| Address: | |
| Signature: _____, or failing him | |

as my/ our proxy to attend and vote for me/us and on my/our behalf at the 15th Annual General Meeting of the Company to be held at "Jaypee Palace Hotel & Convention Centre" Fatehabad Road, Tajganj, Agra, Uttar Pradesh-282001 at 5:00 P.M. on Friday, the 22nd September, 2023 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Particulars | Vote | |
|---|--|------|---------|
| | | For | Against |
| Ordinary Business and Special Business | | | |
| 1. | To Receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31 st March, 2023 together with the reports of the Board of Directors ("the Board") and Auditors thereon. | | |
| 2. | To appoint a Director in place of Mr. Gulzeb Ahmed (DIN: 06546660), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. | | |
| 3. | To Declare Finals Dividend of ₹3 /- Per Equity Share for The Financial Year 2022-23 | | |

Signed this ____ day of ____ 2023

Signature of Shareholder _____

Affix Revenue Stamp

Signature of Proxy holder(s) _____ Signature of the shareholder across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.
- 3) The holder/proxy may vote either for or against each resolution.

ANNEXURE-2

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

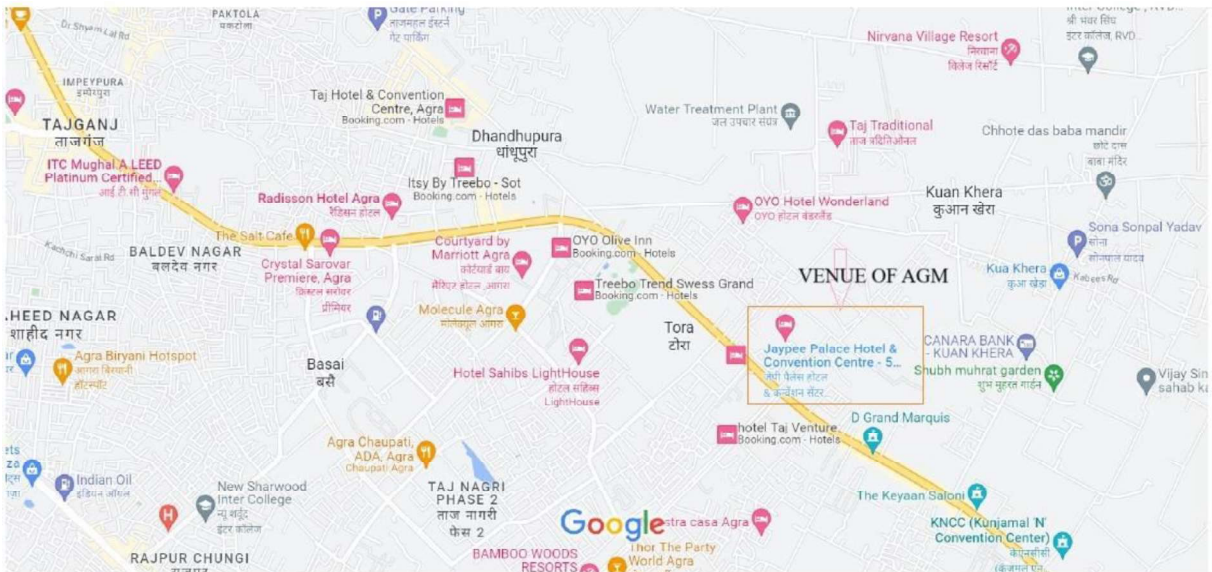
IN RESPECT OF ITEM NO.2

| | |
|---|---|
| Name of the Director | Gulzeb Ahmed |
| DIN | 06546660 |
| Nationality | Indian |
| Date of Appointment on Board | 03/06/2021 |
| Qualification | Graduate |
| Date of Birth | 10/12/1988 |
| No. of Shares Held and Shareholding (%) in company | 1,275 equity shares held and 0.0025 % of the Paid-Up Share Capital of the company |
| List of Directorships held in other Companies | 3 |
| Chairman/Member of the committee of the other Companies | N.A. |
| Chairman/Member of the committee of the Board of Directors of this Company | N.A. |
| Remuneration paid or sought to be paid | ₹12.01 Million |
| Relationship with other Directors/KMP/Manager | Mr. Gulzeb Ahmed is son of Mr. Gulzar Ahmad. |
| Nature of Expertise in specific functional areas | Having experience in Managing Business, leadership, organizational development. |
| Brief Resume | Mr. Gulzeb Ahmed (DIN: 06546660) aged about 34 years is the Whole Time Director of our Company. He was appointed on the Board of our Company w.e.f. June 03,2021. He has completed his Certificate in Planning and Entrepreneurship course in Personnel Management and Marketing Management from The Indian Institute of Planning and Management and Bachelor of Business Administration from Dr. Bhim Rao Ambedkar University, Agra. He has over 8 Years of experience in the business and is also designated as CFO in our Company w.e.f July 08, 2021. |
| Skills and Capabilities of an Independent Director required for the role and the manner in which the person meets such requirements | N.A. |
| Companies from which the director has resigned in the past three years | N.A. |
| Terms and conditions for appointment/re-appointment | Executive Director liable to retire by rotation |
| Number of meetings of the Board attended during the year | 15 |

ANNEXURES TO THE NOTICE**ROUTE MAP FOR VENUE OF 15TH ANNUAL GENERAL MEETING**

AT “Jaypee Palace Hotel & Convention Centre” Fatehabad Road, Tajganj, Agra, Uttar Pradesh-282001 at 5:00 P.M”

VENUE OF AGM: JAYPEE PALACE HOTEL & CONVENTION CENTRE



LINK OF THE MAP:

https://www.google.com/maps/place/Jaypee+Palace+Hotel+%26+Convention+Centre+-+5+Star+Deluxe+Hotel+in+Agra/@27.1538551,78.071379,15z/data=!4m9!3m8!1s0x3974713cc4a9238b:0x94adedd7bc3afe5b!5m2!4m1!1i2!8m2!3d27.1538551!4d78.071379!16s%2Fq%2F1wn_4hx_?entry=ttu

ANNEXURE-3**HMA AGRO INDUSTRIES LIMITED**

CIN: U74110UP2008PLC034977

Regd Off.: 18A/5/3 Tajview Crossing Fatehabad Road Agra, UP 282001

ATTENDANCE SLIP

(To be presented at the entrance)

15th Annual General Meeting on Friday on 22nd September, 2023

| | |
|--------------------------------------|--|
| Name of the Member attending meeting | |
| Registered Address | |
| Reg. Folio/DP & Client No. | |
| No. of Shares Held | |

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 15th Annual General Meeting of the Company at "**Jaypee Palace Hotel & Convention Centre**" Fatehabad Road, Tajganj, Agra, Uttar Pradesh-282001" at 5:00 P.M on Friday, 22nd September, 2023.

Members' Name _____ Proxy's Name _____

Members'/Proxy Signatures _____

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the premises.
- 2) Only Member/ Proxy holder can attend the meeting.
- 3) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
- 4) A Proxy need not be a member of the Company.
- 5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 6) Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

ANNEXURE- 4**HMA AGRO INDUSTRIES LIMITED****CIN: U74110UP2008PLC034977****Regd Off: 18A/5/3 Tajview Crossing Fatehabad Road Agra Uttar Pradesh-282001****BALLOT FORM**

1) Name of the first named Shareholder (In block letters): _____

2) Name(s) of the Joint Holder(s),
if any: _____3) Postal Address: _____

4) Registered Folio No. / Client ID No.: _____

5) Class of Share: _____

6) No. of Shares: _____

I/we hereby exercise my/our vote(s) in respect of Ordinary/ Special Resolutions enumerated below to be passed through ballot form for the businesses stated in the notice of the Company dated _____ by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

| Resolution No. | Resolutions | Type of Resolution | No. of Shares Held | FOR I/We assent to the resolution | AGAINST I/We dissent to the resolution |
|----------------|--|--------------------|--------------------|-----------------------------------|--|
| 1. | To Receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with Reports of the Board of Directors ("the Board") and Auditors thereon. | Ordinary | | | |
| 2. | To Declare Final Dividend of Rs. 3/- Per Equity Share for The Financial Year 2022-23 | Ordinary | | | |
| 3. | To appoint a Director in place of Mr. Gulzeb Ahmed (DIN: 06546660), who retires by rotation in terms of section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. | Ordinary | | | |

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form will be provided to the Members who will physically present at the 15th Annual General Meeting for the purpose of voting and who have not cast their vote through remote e-voting process.
3. Voting rights are reckoned on the basis of the shares registered in the name of the Members as on **15th September, 2023**.
4. The form should be signed by the member as per the specimen signature registered with the Company/Depository.
5. A member can request for a duplicate ballot form, if so required.

6. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the scrutinizer on the validity of the ballot form and any other related matter shall be final.

UPDATION OF SHAREHOLDER INFORMATION

To,
HMA AGRO INDUSTRIES LIMITED
 18A/5/3 Tajview Crossing Fatehabad Road
 Agra Uttar Pradesh-282001

Updation of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

General Information:

| | |
|---|--|
| Folio No.: | |
| Name of the first named Shareholder: | |
| PAN: * | |
| CIN / Registration No.: * (Applicable to Corporate Shareholders) | |
| Tel No. with STD Code: | |
| Mobile No.: | |
| Email Id: | |

*Self-attested copy of the document(s) enclosed

Bank Details:

| | |
|----------------------|--|
| IFSC: (11 digit) | |
| MICR: (9 digit) | |
| Bank A/c Type: | |
| Bank A/c No.: * | |
| Name of the Bank: | |
| Bank Branch Address: | |

* A blank cancelled cheque is enclosed to enable verification of bank details.

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / RTA responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above-mentioned Folio No. / beneficiary account.

Place:
Date:

Signature of Sole / First holder