



HMA AGRO INDUSTRIES LIMITED

CIN: L74110UP2008PLC034977

Registered Office: 18A/5/3 Tajview Crossing Fatehabad Road,
Agra, Uttar Pradesh, India-282001;

Phone No.: +91-7217018161

Email: cs@hmaagro.com; **Website:** www.hmagroup.co.

POSTAL BALLOT NOTICE

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

Remote E-voting starts on	Remote E-voting ends on
Saturday, November 11, 2023 at 9:00 A.M.IST	Sunday, December 10, 2023 at 5:00 P.M.IST

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the shareholders of **HMA Agro Industries Limited** (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and all other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Company is sending the Postal Ballot Notice to those Members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, November 03, 2023**, being the cut-off date for the purpose, in electronic form to those Members whose email address is registered with Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company or Depository Participant(s). Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-Voting facility. The instructions for remote e-voting are appended to this Notice.

The statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to these resolutions mentioned in this Postal Ballot Notice are annexed hereto for your consideration and forms part of this Notice.



In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Shareholders are requested to read the instructions in this Postal Ballot Notice to cast their vote electronically which begins on **Saturday, November 11, 2023 at 9:00 A.M. IST and ends on Sunday, December 10, 2023 at 5:00 P.M. IST** (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors has appointed Mr. Ramesh Chandra Sharma, Practicing Company Secretary (Membership No. FCS 5524 and CP No. 7957), as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and she has communicated her willingness for such appointment and will be available for the said purpose.

The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman of the Company or any other person authorized by Chairman. The results of e-voting will be announced on or before Tuesday, December 12, 2023 and will be displayed on the Company's website at www.hmagroup.co and will also be communicated to the Stock Exchange(s) i.e., BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS

1. To consider and approve sub-division of equity shares of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(d), 64 and all other applicable provisions, of the Companies Act, 2013 (“the Act”), read with Companies (Share Capital and Debentures) Rules, 2014, (“the Rules”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company be and is hereby accorded for sub-division of each existing equity share of face value of Rs. 10/- (Rupees Ten only) each into Ten (10) equity shares of face value of Rs. 1/- (Rupees One only) each, fully paid-up, ranking pari-passu in all aspects and without altering the aggregate amount of paid-up share capital.”

“RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, all the authorized, issued, subscribed and paid-up equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each existing as on such date as may be fixed by the Board i.e., “Record Date” shall stand sub-divided in the ratio of 1:10 detailed as follows:”

Type of Capital	Pre-Sub-Division			Post Sub-Division		
	No of Equity Shares	Face Value (INR)	Total Share Capital (INR)	No of Equity Shares	Face Value (INR)	Total Share Capital (INR)
Authorised Equity Share Capital	7,00,00,000	10/-	70,00,00,000/-	70,00,00,000/-	1/-	70,00,00,000/-
Issued, Subscribed and Paid Up Share Capital	5,00,76,977	10/-	50,07,69,770/-	50,07,69,770	1/-	50,07,69,770/-

“RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect on and from the Record Date and no letter of allotment shall be issued to the allottees of the sub-divided equity shares having face value of Rs. 1/- (Rupees One only) each, fully paid up, and the Company may, without requiring the shareholders to surrender the old /existing share certificate(s), issue and dispatch the new share certificate(s) in lieu thereof, with regard to the sub-divided equity shares in accordance with the applicable provisions of the SEBI Regulations within the period prescribed, Companies (Share Capital and Debentures) Rules, 2014 (as amended), the Articles of Association of the Company and other applicable rules and regulations and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Rs. 1/- (Rupees One only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with the irrespective depository participants, *in lieu* of the existing credits representing the equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders.”

2. To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to replace the existing Clause V of the Memorandum of Association of the Company with the following New Clause V:

V. The Authorised Share Capital of the Company is Rs.70,00,00,000/- (Rupees Seventy Crore Only) divided into 70,00,00,000 (Seventy Crore) Equity Shares of Rs. 1/- (Rupees One Only) each, with the power to increase or decrease such share capital to divide the Shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions, subject to the provisions of the Companies Act, 2013 or any statutory modification thereof or provided by the Articles of Association of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deed and things, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, to give effect to the aforesaid resolution.”

3. Appointment of Mr. Abhishek Sharma (DIN: 06387076) as an Independent Director.

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, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force); and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; **Mr. Abhishek Sharma (DIN: 06387076)**, who was appointed as an Additional Director of the Company in Independent Category w.e.f 24th October, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company,



not liable to retire by rotation, to hold office for five (5) consecutive years for the period from October 24, 2023 to October 23, 2028. (both dates inclusive).”

“**RESOLVED FURTHER THAT** Mr. Gulzar Ahmad and/ or Mr. Wajid Ahmed, Directors of the Company or the company secretary be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board of Directors
For HMA Agro Industries Limited
Sd/-
Gulzar Ahmad
Chairman & Whole-Time Director
DIN:01312305**

Date: November 10, 2023

Place: Agra

Registered Office: 18A/5/3 Tajview crossing Fatehabad Road,
Agra, Uttar Pradesh, India-282001;

CIN: L74110UP2008PLC034977

Phone No.: +91-7217018161;

Email: cs@hmaagro.com; **Website:** www.hmagroup.co.



Notes:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. In accordance provisions of the Act read with relevant Rules and in compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 03, 2023 (“**Cut-Off Date**”) received from the Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company and whose e-mail address is registered with the RTA/Depositories. Incompliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The communication of the assent or dissent of the Members would only take place through the e-voting system. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Members as on the Cut- Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the cut-off date should treat this notice for information purpose only.
3. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
4. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@hmaagro.com.
5. This Postal Ballot Notice will also be made available on the Company's website at www.hmagroup.co, websites of the Stock Exchange(s) where equity shares of the Company are listed, i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com (agency for providing the Remote e-Voting facility).
6. The Company has appointed Mr. Ramesh Chandra Sharma, Practicing Company Secretary (Membership No. FCS 5524 and CP No. 7957), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit her report after completion of the scrutiny to the Chairman or any other person authorized by him. The result of the e-voting will be announced on or before Tuesday, December 12, 2023 and the same will be communicated to the BSE Limited and the NSE Limited and shall also be available on the Company's website at www.hmagroup.co and on the website of NSDL i.e., www.evoting.nsdl.com.
7. The Resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. Sunday, December 10, 2023. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice.



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

Step1: 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 one-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 or register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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.

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.

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

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi/Easiest facility, can login through the ir 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 myeasi 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-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 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) login through their depository participants	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, where in you can see-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.
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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.

Log in type	Help desk details
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.co.in or call at toll free no.:022-48867000 and 022-2499 7000.
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 toll free no. 1800 22 5533.

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

How to Log-into 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 Step2 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 DPID followed by 8 Digit Client ID For example, if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, ✓ 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, Homepage of e-Voting will open.

Step2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, 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 toll free no.: 022 -4886 7000 and 022 -2499 7000 or send a request 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 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 cs@hmaagro.com. If you are an Individual shareholder 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.
4. In terms of SEBI circular dated December 9, 2020 one-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT UNDER SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No.1

Background:

The existing Authorised Share Capital of the Company is 70,00,00,000/- (Rupees Seventy Crores only) consisting of 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten only).

The Existing Paid-up Share Capital of the Company is 50,07,69,770/- (Rupees Fifty Crores Seven Lakhs Sixty-Nine Thousand Seven Hundred and Seventy only) consisting of 5,00,76,977 (Five Crores Seventy-Six Thousand Nine Hundred and Seventy-Seven) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Proposal:

In order to provide enhanced liquidity in the capital market through widening shareholders base and to make it more affordable for small investors, the Board of Directors in their meeting held on **Wednesday, 08th November, 2023** had approved and recommended Sub-division/Split of equity shares of the Company from denomination of Rs. 10/- (Rupees ten only) each into the denomination of Re. 1/- each (Rupee One only) each, fully paid-up, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of members of the Company. The equity shares of your Company are listed and actively traded on the BSE Limited and NSE Limited.

Advantage of Sub-division/Split:

1. Improvement in the liquidity of script of the Company
2. More participation the small/retail investors
3. affordable to the public at large
4. Intact market capitalisation

As per the terms of Section 13 and 61 of the Companies Act, 2013, The proposed sub-division/split of existing equity share capital of the Company will necessitate alteration in the Clause V viz. the capital clause of the Memorandum of Association of the Company.

The sub-division of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share Capital of the Company on account of sub-division of equity shares. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of an ordinary resolutions for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association is available for inspection by the Shareholders of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Postal Ballot Notice.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 1 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos.1, except to the extent of their shareholding in the Company.

The Board recommends passing of the resolutions as an Ordinary Resolutions as set out at Item Nos. 1 of the Postal Ballot Notice.

Item No 2

The proposed Sub-division of the 1 (One) equity shares of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of Rs. 1/- (Rupees One Only) each requires amendment in Capital Clause of Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub- division from Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 70,00,00,000 (Seventy Crore) Equity Shares of Rs. 1/- (Rupees One Only) each.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No.3

Mr. Abhishek Sharma (DIN: 06387076) was appointed as an Additional Director of the company on 24th October, 2023 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on October 24, 2023, appointed Mr. Abhishek Sharma (DIN: 06387076) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from October 24, 2023 to October 23, 2028 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) consent in writing from Mr. Abhishek Sharma to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014

- (‘Appointment Rules’),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Abhishek Sharma to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
 - (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
 - (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
 - (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Abhishek Sharma. In the opinion of the Board, Mr. Abhishek Sharma fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Abhishek Sharma skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Abhishek Sharma is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Abhishek Sharma is justified due to the following reasons:

- Mr. Abhishek Sharma has strong leadership qualities to guide and inspire the organization towards its goals.
- He has exhibited a clear- and forward-thinking vision in executing in fulfilling the supply in the market and act in the best interest of the company
- His deep knowledge and expertise in Business and Risk Management, strategy, governance, marketing, environment and sustainability.
- His standing as a leader in the corporate world

Mr. Abhishek Sharma (DIN: 06387076) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

Further, Mr. Abhishek Sharma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Abhishek Sharma has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Abhishek Sharma has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with HMA Agro Industries Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Mr. Abhishek Sharma as an Independent Director of the Company **from October 24, 2023 to October 23, 2028** (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall

not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Sunday, December 10, 2023.

The profile and specific areas of expertise of Mr. Abhishek Sharma and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Abhishek Sharma as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Abhishek Sharma to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 3 of the notice for appointment of Mr. Abhishek Sharma.

Save and except Mr. Abhishek Sharma, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

**By Order of the Board of Directors
For HMA Agro Industries Limited**

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

Date: November 10,2023

Place: Agra

RegisteredOffice: 18A/5/3 Tajview crossing Fatehabad Road,
Agra, Uttar Pradesh, India-282001;

CIN: L74110UP2008PLC034977

PhoneNo.: +91-7217018161;

Email: cs@hmaagro.com; **Website:** www.hmagroup.co.

Annexure

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

1. **Name:** Mr. Abhishek Sharma
2. **Director Identification No:** 06387076
3. **Qualification:** Post Graduation Diploma in Sales and Marketing Management from National Institute of Sales, New Delhi.
4. **Experience:** More than 25 years
5. **Brief Resume of Director**

Mr. Abhishek Sharma is Post Graduation Diploma in Sales and Marketing Management from National Institute of Sales, New Delhi. Over the past 25 years Mr. Abhishek Sharma has built a strong foundation in Strategic Planning, Business Development, Distribution Management, Customer Relationship Management, Team Management and operations in FMCG and Telecom Industry.

Mr. Abhishek Sharma has an experience in various ventures. He began with Parle Agro Pvt Limited from year 2000 to 2009 where he increased the sales from 40 % to 90% and was chosen by the company to launch their new product "Appy fizz". Thereafter he stepped into another segment/industry that was Reliance Communications from 2009 to 2014 where he was a part of the team in launching the Reliance SIM. Thereafter, he began his journey with Uninor Telecommunication and increased sales from 10 lakhs to 40 lakhs per month. He was awarded the best distributor from 2016 launched the Reliance Jio Sim where sales increased to 50 lakhs. Presently he is looking after sales and distribution of Medicine and OTC products. This experience allowed me to develop strong and a keen attention to detail.

6. **Age-** 48 Years
7. **Nature of expertise in specific functional areas -** Leadership, Governance, Marketing, Risk and Business Management, environment and sustainability.
8. **Inter-se relationships with directors and key managerial personnel –** Nil
9. **Listed companies (other than HMA Group) in which Abhishek Sharma holds directorship and committee membership –** Nil
10. **Shareholding in the Company -** Nil
11. **Key terms and conditions of appointment -** As per the resolution of this Notice read with the explanatory statement thereto.
12. **Remuneration proposed to be paid:** The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the Nomination and remuneration committee and approved by the board, subject to overall limits as specified under the Act and Rules framed thereunder.

13. **Date of first appointment on Board, last drawn remuneration and number of Board meetings attended** – 24th October, 2023; Last Drawn Remuneration is Nil; 1 Board Meeting Attended till now.
14. **Membership (other than HMA group) in the Board committees** – Nil
15. Directorship held in other companies: Parakram Developers and Colonisers Private Limited
16. **Listed Entities from which Mr. Abhishek Sharma has resigned as Director in past 3 years** – Nil
17. **Skills and capabilities required for the role and the manner in which Abhishek Sharma meets such requirements** – please refer to the explanatory statement