


HindPrakash
Hindprakash Industries Limited

CIN: L24100GJ2008PLC055401

Registered Office: 301, "Hindprakash House", Plot No.10/6, Phase-1,
GIDC, Vatva, Ahmedabad - 382 445, Gujarat, India.

Telephone: +91 79 6812 7000-10, Website: www.hindprakash.in; Email: info@hindprakash.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, each as amended and the MCA Circulars]

VOTING STARTS ON	VOTING ENDS ON
March 23, 2026 at 9:00 a.m.	April 21, 2026 at 5:00 p.m.

To

All Members,

Hindprakash Industries Limited

NOTICE is hereby given to the shareholders of **Hindprakash Industries Limited (the "Company")** pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (**collectively the "Act"**) read with General Circular Nos.14/2020 dated 8th April 2020 and 09/2024 dated 19th September 2024 and 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (**the "MCA Circulars"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "Listing Regulations"**) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolution appended below through postal ballot ("Postal Ballot") by way of remote e-voting only.

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The company has engaged the services of **CDSL (Central Depository Services (India) Limited)** to provide e-Voting facility. The instructions for e-voting are appended to this Postal Ballot Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with the Company's Registrar and Share Transfer Agent, viz., Bigshare Services Private Limited / Depositories. The hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Procedure for Remote e-Voting forms part of the 'Notes' section to this Notice. Eligible Members whose e-mail address is not registered with the Company/Depositories, may get the notice of the Postal Ballot available on the website of the Company at www.hindprakash.in, websites of the Stock Exchanges i.e.

BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our e-Voting agency at www.cdslindia.com.

The Board of Directors of the Company recommends approval of the shareholders for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is annexed hereto.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent on or before Tuesday, April 21, 2026 (5.00 p.m. IST) by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

(1) To approve to sell or transfer or otherwise dispose of the whole of the unit/undertaking of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and such other laws for the time being in force, the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell, transfer, assign, or otherwise dispose-off the undertaking of the Company being Non Agricultural land including building admeasuring 38,433.534 sq.mts (combined called as “Undertaking”) situated at **Plot No. T-10 to T-12, Saykha Industrial Estate, GIDC, Ta. Vagra, Dist. Bharuch, Gujarat, India**, to the third party purchaser (“Buyer”) either as a whole or in part and subject to such terms and conditions as mutually agreed upon by the Company with the Buyer at a consideration not less than value arrived by the registered valuer in the interest of the Company and on such terms and conditions as may be deemed fit by the Board and for the consideration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sell and transfer of the Undertaking as they may in their absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, arranging delivery and execution of contracts, deeds, agreements and instruments.

RESOLVED FURTHER THAT, the Managing Director or Whole Time Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Registered Office:

301, “Hindprakash House”, Plot No.10/6,
GIDC, Vatva, Ahmedabad – 382445, Gujarat
India.

**For and on behalf of the Board of Directors of
Hindprakash Industries Limited**

CIN: L24100GJ2008PLC055401

Tel. No. +91-79-6812 7000-10

Website: www.hindprakash.in

E-mail: Info@hindprakash.com

Place: Ahmedabad

Date: March 18, 2026

**Sd/-
Mr. Utsav Himanshu Trivedi
Company Secretary and Compliance Officer
Membership No.: A57058**

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. The Board has appointed Mr. Uday Dave failing him Mr. Umesh Parikh, Partners of Parikh Dave & Associate, Practicing Company Secretaries, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed in electronic form for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on March 13, 2026 (“Cut-off Date”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars and that a person who is not a member as on or after the cut-off date should treat this notice for information purposes only.
4. Resolution 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.

5. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and MCA Circulars, the Company is pleased to offer e-voting facility to its Members holding equity shares as on March 13, 2026 (“Cut-off Date”) being the cut-off date, to exercise their right to vote electronically on the above resolution.
6. Shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off date i.e. March 13, 2026 (“Cut-off Date”), will only be considered eligible for the purpose of e-voting and such shareholders are requested to record their assent or dissent through remote voting facility only and **hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.**
7. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. Members who have still not registered their email IDs are requested to do so at the earliest as under:
 - a) For casting vote for the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered with Company’s Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited by click link <https://bigshareonline.com/InvestorRegistration.aspx> and thereafter enter required details. Member(s) may also intimate the same to the Company by writing an email at info@hindprakash.com before 5.00 PM on April 21, 2026. The members shall provide the following information in the email–

Full Name:
No of shares held:
PAN:
DP ID & Client ID:
Email id to be registered and Mobile No.:
 - b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to investor@bigshareonline.com or Info@hindprakash.com.
 - c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants.
 - d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.

8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on March 13, 2026.
9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person duly authorized, on or before April 23, 2026 and will also be displayed on the Company website i.e. www.hindprakash.in and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited and the BSE Limited in accordance with the provisions of SEBI Listing Regulations.
10. Members can also contact to Mr. Utsav Himanshu Trivedi, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - Hindprakash Industries Limited, 301, Hindprakash House, Plot No.10/6, GIDC, Vatva Ahmedabad-382445, Gujarat, India, Email Id: Info@hindprakash.com; Phone number – 91-79-6812 7000-10.
11. This Postal Ballot Notice is also placed on the website of the Company www.hindprakash.in and is also available on the website of the stock exchanges i.e. National -Stock -Exchange of India Limited and BSE Limited.
12. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
13. Resolution, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. April 21, 2026 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Ahmedabad, Gujarat (in Gujarati language).
16. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited (hereinafter referred to as “CDSL”). The instructions for electronic voting are given in this Notice. **E-Voting will commence on March 23, 2026 at 9:00 a.m. and will end on April 21, 2026 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently. Members cannot exercise votes by proxy, though corporate and institutional

members shall be entitled to vote through their authorized representatives with proof of their authorization.

17. The procedure for remote e-voting is as under:

- a) The voting period begins on **Monday, March 23, 2026 at 9:00 a.m.** and ends on **Tuesday, April 21, 2026 at 5:00 p.m.** The e-voting module shall be disabled by CDSL for voting thereafter. During this period members of the Company, holding shares as on the **cut-off date (record date) of March 13, 2026** may cast their vote electronically.
- b) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting

	<p>service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.</p>
<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>

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.

- 3) Now enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant < **Hindprakash Industries Limited** > on which you choose to vote.

- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@hindprakash.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
- **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

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

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

ANNEXURE TO THE POSTAL BALLOT NOTICE

EXPLANATORY STATEMENT
PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

To approve to sell or transfer or otherwise dispose of the whole of the unit/undertaking of the company.

Your Board at its Meeting held on March 18, 2026 has recommended and approved the sale of Non-Agricultural land including building admeasuring 38,433.534 sq.mts (combined called as "Undertaking") situated at **Plot No. T-10 to T-12, Saykha Industrial Estate, GIDC, Ta. Vagra, Dist. Bharuch, Gujarat, India**, to third party Buyer for a lumpsum consideration not be less than the value determined by an independent valuer and on such terms and condition as may be decided by the Board in the best interest of the Company.

Rationale for proposed sale: Your company has proposed the above said sale specifically to enhance liquidity, ensuring that Company maintains a strong cash position to support operations and strategic objectives. The realized funds shall provide us with the flexibility to seize growth opportunities as they arise and will help to minimizes risks associated with market volatility or unforeseen financial challenges.

Utilization of the proceeds: The proceeds from the aforesaid sale shall be utilized towards meeting the working capital requirements of the Company, repayment of outstanding debt and for general corporate purposes.

Requirement of member's Approval: In terms of Section 180(1)(a) of the Companies Act, 2013 ("Companies Act") the approval of the members is required by way of passing of a special resolution to sell, dispose off or otherwise transfer the whole or substantially the whole of any undertaking. As the investment in the said undertaking is more than 20% of the total net worth of the Company as per the audited balance sheet of the preceding financial year 2024-25, therefore it falls under the definition of undertaking defined under explanation (i) of clause (a) of sub section 1 of section 180 of the Companies Act, 2013 and hence the approval of the members by way of a special resolution in terms of Section 180(1)(a) of the Companies Act, 2013 read with Regulation 37A of the Listing Regulations, is being sought.

Additionally, in compliance with Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution and that no public shareholder shall vote on the resolution if he is a related, directly or indirectly, to such sale.

The Board is of the opinion that based on the reasons explained above, the aforesaid proposal is in the best interest of the Company and hence, the Board recommends Item No. 1 for your approval by way of a Special Resolution with majority of public shareholders casting their vote in favour.

None of the director or other KMP or their relatives is interested or concerned in the proposed transaction financially or otherwise except to the extent of their shareholding, if any, in the Company.

Registered Office:

301, "Hindprakash House", Plot No.10/6,
GIDC, Vatva, Ahmedabad – 382445, Gujarat
India.

CIN: L24100GJ2008PLC055401

Tel. No. +91-79-6812 7000-10

Website: www.hindprakash.in

E-mail: Info@hindprakash.com

Place: Ahmedabad

Date: March 18, 2026

**For and on behalf of the Board of Directors of
Hindprakash Industries Limited**

Sd/-

**Mr. Utsav Himanshu Trivedi
Company Secretary and Compliance Officer
Membership No.: A57058**