

HASIMARA INDUSTRIES LIMITED

Registered Office : 3, Netaji Subhas Road, Kolkata 700 001

Phone Nos. 2248 7385/7386/7387

E-mail : hasimara_tea@yahoo.com, Website: www.hasimara.com

CIN: L65993WB1904PLC001571

TO THE SHAREHOLDERS,

NOTICE is hereby given an Extra-Ordinary General Meeting ('EGM') of the members of M/s. Hasimara Industries Limited will be held on Friday, 28th February, 2025 at 11:00 A.M. at the Registered Office of the Company at Mcleod House, 1st Floor, 3, Netaji Subhas Road, Kolkata - 700001 to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Approval of appointment of Mrs. Sweta Ghorawat (DIN: 08801208) as a Non-Executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Sweta Ghorawat (DIN: 08801208), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice of candidature under Section 160, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 4th February, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 2: Approval under Section 180(1)(a) of the Companies Act, 2013 for Sale of 'Satali Tea Garden':

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, (including any statutory modification or re-enactment thereof 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 (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the Company being Satali Tea Garden lying and situated at Hasimara, Kalchini Jalpaiguri presently in the district of Alipurduar in the State of West Bengal, comprises of Land with Tea Plantation, Plants and Machinery, Factory Building etc. on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, for a consideration not less than Rs. 34 Crores (Rupees Thirty Four Crores) Only subject to adjustment of liabilities and other terms and condition.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised singly and severally and empowered to finalise 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 is decided by the Board of Directors 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 sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

For Hasimara Industries Ltd

Date: 4th February, 2025
Place: Kolkata

Prakash Chand Bhandari
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be submitted at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten 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.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (‘the Act’) relating to the Special Business to be transacted at the EGM is annexed hereto.
3. Information of Director proposed to be appointed at the Extra-Ordinary General Meeting as required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings is provided in the annexure to this Notice.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP - ID and Client - ID/ Folio No.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
8. The Company has appointed M/s. Maheshwari Datamatics Pvt Ltd., as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting DP-ID and Client ID / Folio No., full name and name of the Company as HASIMARA INDUSTRIES LTD.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository participants with whom they are maintaining their demat accounts.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
11. Notice of the EGM along with attendance slip and proxy form is being sent to all the members whose name appears in the Register of Members as on 31st January, 2025 at the e-mail ids registered with the Company/ Depository Participant(s). For Members who have not registered their e-mail addresses,

physical copies are being sent by the permitted mode. The Members may note that the Notice of EGM will also be available on the Company's website www.hasimara.com, on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com and on the website of The Calcutta Stock Exchange Limited at www.cse-india.com.

12. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode, respectively.
13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 21st February, 2025, only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
14. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
15. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.
16. The Board of Directors of the Company has appointed Mrs. Sweta Gupta, Practicing Company Secretary (ACS: 59873) and proprietor of M/s. RSG & Associates, Company Secretaries, as a Scrutinizer, for conducting poll during the Extra-Ordinary General Meeting and to oversee voting process.
17. The Voting Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.hasimara.com and on the website of on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing.
18. The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an arrangement with CDSL for facilitating voting through electronic means, as the authorized agency. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice.
2. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on 21st February, 2025 being the cut-off date shall be entitled to avail the facility of remote e-voting or voting during the EGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.
3. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
4. The Members whose names appear in the Register of Members / List of Beneficial Owners as 21st February, 2025 are entitled to vote on resolutions set forth in the Notice. Eligible Members who have acquired shares after sending the Notice and holding shares as on the cut-off date may approach the

Company for issuance of the User Id and Password for exercising their right to vote by electronic means.

5. The remote e-voting period begins on Tuesday, 25th February, 2025 at 9.00 A.M. (IST) and ends on Thursday, 27th February, 2025 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

- b) 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.
- c) Pursuant to above said 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	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

	<p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 with NSDL	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>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</p>

	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 or joining virtual meeting & voting during the meeting.</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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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.: 1800 1020 990

	and 1800 22 44 30.
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d) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.

- e) After entering these details appropriately, click on “SUBMIT” tab.
- f) 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.

- g) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- h) Click on the EVSN for the relevant <HASIMARA INDUSTRIES LTD> on which you choose to vote.
- i) 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.
- j) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- k) 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.
- l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- m) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- n) 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.
- o) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- p) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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.; hasimara_tea@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

Item No. 1

Pursuant to Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sweta Ghorawat (DIN: 08801208) was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors of the Company w.e.f. 4th February, 2025 for a consecutive period of 5 years subject to the approval and ratification by Shareholders at the General Meeting. The Company has received declaration that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Listing Regulations. She has not been debarred from holding the office of Director pursuant to any SEBI order.

She possesses appropriate skills, experience and knowledge and in the opinion of the Board, fulfill the conditions for appointment as a Non-Executive Independent Director as specified in the Act and the Listing Regulations as amended. The brief profile is annexed to this notice.

The Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature as Director of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution, **except as a share holder.**

The Board of Directors recommend the Special Resolution set forth in Item No. 1 for approval of the Members.

Item No. 2

The Company has a Tea Garden 'Satali Tea Garden' situated in the State of West Bengal. It comprises Land, Tea Planted Area, Tea Factory, Factory Building, Plant and Machinery etc. This is the undertaking / unit where Tea leaves are cultivated and then Tea is manufactured in the factory situated at there in the Tea Garden.

Due to adverse conditions for Tea during the last few years and which continues in the present financial year of 2024-25, the company has suffered losses. The Company has also huge Debt due to the adverse conditions. Therefore, it is proposed to sell / dispose of the aforesaid undertaking of the Company in full or in part.

Pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such necessary approvals, consents and permissions from the appropriate authorities, the consent of the Shareholders/Members is required by way of Special Resolution to sell / transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or

substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority which is in the best interest of the Company.

Your Directors are of opinion that the above undertaking can be sold for a consideration of about Rs.34.00 Crores **subject to adjustment of liabilities and other terms and condition**. However, the real price can be discovered in due course when negotiation with prospective buyers starts.

The authorization to the Board is required to proceed in the above matter. The Board is required to be authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to sell the aforesaid Tea Garden situated at Hasimara, Kalchini Jalpaiguri presently in the district of Alipurduar and to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

Since, it is a lengthy process and hence the Board is required to be authorized to delegate all or any of the powers 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, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

The Sale consideration will be used to clear the liabilities, repay the Loan and reduce its Debt burden etc.

For disposing off the undertakings of the Company, approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act,2013 is required.

The Board has unanimously approved the above proposal at its meeting held on 4th February, 2025.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution **except as a shareholder**.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

For Hasimara Industries Ltd

Date: 4th February, 2025
Place: Kolkata

Prakash Chand Bhandari
Company Secretary

BRIEF PROFILE OF DIRECTORS TO BE APPOINTED AT THE EXTRA-ORDINARY GENERAL MEETING

Mrs. Sweta Ghorawat

Mrs. Sweta Ghorawat is a Graduate from Shri Shikshayatan College, Kolkata. She also has a diploma in Textile Designing from Namita Basudeva Institute. She has rich experience of working and dealing in the Education Industry as a Counsellor. She is presently pursuing her career in Occult Science.

Besides being an avid speaker at various forums, she is an active member in various social organizations. She has always demonstrated innovative leadership right from school level. Her all round active participation and smart work has always been recognized with various medals, awards, accolades and certificates throughout her academic career and even thereafter. She has Excellent communication skills and strong problem solving ability.

She is not debarred from holding office of director by virtue of SEBI order or any such authority. She is neither related to any Director or other KMP in the Company nor holding Directorship/Committee Membership in any other listed company. She is not holding any shares in the Company.

Attendance Slip

(Please fill in attendance slip and hand it over at the entrance of the meeting Hall.)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Friday, 28th February, 2025 at 11:00 A.M. at the registered office of the Company situated at Mcleod House, 1st Floor, 3-Netaji Subhas Road, Kolkata - 700 001 and at any adjournment thereof.

DP-ID*	
No. of shares held	Client ID*
Member / Proxy Name <i>(Please mention in block letters)</i>	Member / Proxy Signature

* Applicable for Members holding Shares in electronic form.

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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			
Registered Folio No.			
DP-ID		Client ID	

I/We, being the member(s) holding _____ equity shares of Hasimara Industries Ltd hereby appoint:

Mr. _____ residing at having email-id _____ as my/our proxy to vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, 28th February, 2025 at 11:00 A.M. at the registered office of the Company situated at Mcleod House, 1st Floor, 3-Netaji Subhas Road, Kolkata - 700 001 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolutions
1.	Approval of appointment of Mrs. Sweta Ghorawat (DIN: 08801208) as the Non-Executive Independent Director of the Company.
2.	Approval under Section 180(1)(a) of the Companies Act, 2013 for Sale of 'Satali Tea Garden'.

Revenue Stamp of Re. 1/-

Signature of Shareholder

Signature of proxy holder(s)

Date: _____, 2025

Notes:

- ▣ The Proxy form duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- ▣ This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.

- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.

ROAD MAP TO VENUE

