

August 08, 2022

To
The Executive Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

SUB: Notice for 31st AGM of the Company

Dear Sir/ Madam,

We are enclosing herewith Notice for convening 31st Annual General Meeting of the Company to be held on Thursday, 01st September, 2022 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

Kindly note that a soft copy of the 31st Annual Report for the ensuing Annual General Meeting to be held on Thursday, 01st September, 2022 has been uploaded on the Company's website: www.hleglascoat.com.

The aforesaid information is for your reference and record.

Thanking You,

Yours faithfully,
For HLE Glascoat Limited


Anshul Thakkar

Company Secretary and Compliance Officer



Encl: As Above



Notice

NOTICE is hereby given that the 31st Annual General Meeting of HLE GLASCOAT LIMITED will be held on Thursday 01st day of September, 2022 at 11:00 a.m. through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2022, together with the Report of the Auditors thereon.

2. To declare dividend of Rs. 5 per equity share of Rs. 10 each for the financial year 2021-22.

3. To confirm dividend of Rs. 0.95 per preference shares of Rs. 10 each paid for the financial year 2021-22 in accordance with the terms of issue.

4. To appoint a Director in place of Mr. Nilesh Patel (DIN: 001418673), Director, who retire by rotation and being eligible, offers himself for reappointment.

5. To re-appoint Statutory Auditors for a second term of five years and authorize the Board of Directors to fix their remuneration.

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

“RESOLVED THAT

- (i) pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (“Act”), M/s. M. M. Nissim & Co. LLP, Chartered Accountants (Firm Registration No. 107122W/W100672) be and are hereby appointed as the Statutory Auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this (31st) Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company, at a remuneration as may be decided by the Board of Directors from time to time.

- (ii) the Board of Directors of the Company are hereby authorized to do all acts, deeds and things and to take all necessary steps and give such directions as may be necessary to give effect to the above resolution.”

SPECIAL BUSINESS:

6. To approve re-appointment of Mr. Himanshu Patel as a Managing Director of the Company

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

“RESOLVED THAT

- (i) pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Himanshu Patel (DIN: 00202312) (“Appointee”) as a Managing Director of the Company, liable to retire by rotation, for a period of three years with effect from December 31, 2022 upon the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as specified here under:

REMUNERATION AND BENEFITS:

The Appointee shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made there under and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mentioned herein below:

(a) SALARY:

The Appointee shall be entitled to an annual salary, including allowances, of Rs.1,08,00,000/- (Rupees One Crore Eight Lakhs only).

(b) PERQUISITES:

In addition to the above, the Appointee shall be entitled to the following perquisites during the

period of his appointment as a Managing Director of the Company:

- (i) Reimbursement of telephone expenses.
- (ii) Reimbursement of all medical expenses of the Appointee and his family.
- (iii) Company's car for official as well as for personal use.
- (iv) Leave travel concession for self and family, for touring within and outside once in a year or one-month salary, whichever is higher.
- (v) Entitlement for Bonus as per the Company's Rules.
- (vi) Gratuity as per the Company's Rules.
- (vii) Provident Fund as per Company's Rules.

Family" for the aforesaid purpose means spouse, dependent children and dependent parents of the Appointee.

(c) COMMISSION:

The Appointee shall also be eligible for commission on profits @ 1 % for each year and which shall be in addition to salary and perquisites and shall be payable on conclusion and finalization of the Company's Accounts.

For the aforesaid purpose, profits shall be computed in the manner set out in Sections 197 and 198 of the Companies Act, 2013.

(d) ANNUAL INCREMENT

The aforementioned remuneration shall be increased annually @ 10% or as may be decided by the Nomination & Remuneration Committee, subject to approval of the Board.

(e) REMUNERATION IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS:

In event of no profit or inadequate profits in any financial year during the currency of his tenure as a Managing Director, the remuneration salary and perquisites shall be subject to the overall maximum limits as prescribed under Clause (A) of section II of part II of Schedule V of the Companies Act, 2013.

For the purpose of computation of aforesaid remuneration, Gratuity as per the Company's Rules shall not be included.

(f) SITTING FEES:

The Appointee shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committees thereof during the currency of his tenure as a Managing Director.

The total remuneration of the Appointee shall be within the limits specified in Sections 196 to 198 and Schedule V of the Companies Act, 2013;

- (ii) pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do hereby accords its approval to the payment of remuneration in excess of 5% of the Net Profit in aggregate to all its Executive Directors, who are promoters or members of promoter group, during tenure of the said agreement, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013;
- (iii) the Board of Directors of the Company is hereby severally authorized to take all such steps as may be necessary for obtaining approvals (statutory, contractual or otherwise) in relation to the above, and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this Resolution."

7. To approve re-appointment of Mr. Aalap Patel as an Executive Director of the Company

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

RESOLVED THAT

- (i) pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals as may be



necessary, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Aalap Patel (DIN 06858672) ("Appointee") as an Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from December 31, 2022 upon the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as specified here under:

REMUNERATION AND BENEFITS:

The Appointee shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mentioned herein below:

(a) SALARY:

The Appointee shall be entitled to an annual salary, including allowances, of Rs. 90,00,000/- (Rupees Ninety Lakhs only).

(b) PERQUISITES:

In addition to the above, the Appointee shall be entitled to the following perquisites during the period of his appointment as an Executive Director of the Company:

- (i) Reimbursement of telephone expenses.
- (ii) Reimbursement of all medical expenses of the Appointee and his family.
- (iii) Company's car for official as well as for personal use.
- (iv) Leave travel concession for self and family, for touring within and outside India, once in a year or one-month salary, whichever is higher.
- (v) Entitlement for Bonus as per the Company's Rules.
- (vi) Gratuity as per the Company's Rules.
- (vii) Provident Fund as per Company's Rules.

Family" for the aforesaid purpose means spouse, dependent children and dependent parents of the Appointee.

(c) ANNUAL INCREMENT

The aforementioned remuneration shall be increased annually @ 10% or as may be decided by the Nomination & Remuneration Committee, subject to approval of the Board.

(d) REMUNERATION IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS:

In event of no profit or inadequate profits in any financial year during the currency of his tenure as an Executive Director the remuneration- salary and perquisites shall be subject to the overall maximum limits as prescribed under Clause (A) of section II of part II of Schedule V of the Companies Act, 2013.

For the purpose of computation of aforesaid remuneration, Gratuity as per the Company's Rules shall not be included.

(e) SITTING FEES:

The Appointee shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committees thereof during the currency of his tenure as an Executive Director.

The total remuneration of the Appointee shall be within the limits specified in Sections 196 to 198 and Schedule V of the Companies Act, 2013;

- (ii) pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do hereby accords its approval to the payment of remuneration in excess of 5% of the Net Profit in aggregate to all its Executive Directors, who are promoters or members of promoter group, during tenure of the said agreement, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013;
- (iii) the Board of Directors of the Company is hereby severally authorized to take all such steps as may be necessary for obtaining approvals (statutory, contractual or otherwise) in relation to the above, and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this Resolution."

8. To approve appointment of Mr. Harsh Patel (existing Non-Executive Director) as a Whole-time Director of the Company

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

“RESOLVED THAT

- (i) pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Harsh Patel (DIN 00141863) (“Appointee”) as a Whole-time Director of the Company, liable to retire by rotation, for a period of three years with effect from October 01, 2022 upon the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as specified here under:

“REMUNERATION AND BENEFITS:

The Appointee shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mentioned herein below:

(a) SALARY:

The Appointee shall be entitled to an annual salary, including allowances, of Rs. 60,00,000/- (Rupees Sixty Lakhs only).

(b) PERQUISITES:

In addition to the above, the Appointee shall be entitled to the following perquisites during the period of his appointment as a Whole-Time Director of the Company:

- (i) Reimbursement of telephone expenses.
- (ii) Reimbursement of all medical expenses of the Appointee and his family.
- (iii) Company's car for official as well as for personal use.

- (iv) Leave travel concession for self and family, for touring within and outside India, once in a year or one-month salary, whichever is higher.

- (v) Entitlement for Bonus as per the Company's Rules.

- (vi) Gratuity as per the Company's Rules.

- (vii) Provident Fund as per Company's Rules.

Family” for the aforesaid purpose means spouse, dependent children and dependent parents of the Appointee.

(c) ANNUAL INCREMENT

The aforementioned remuneration shall be increased annually @ 10% or as may be decided by the Nomination & Remuneration Committee, subject to approval of the Board.

(d) REMUNERATION IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS:

In event of no profit or inadequate profits in any financial year during the currency of his tenure as a Whole-time Director, the remuneration-salary and perquisites shall be subject to the overall maximum limits as prescribed under Clause (A) of section II of part II of Schedule V of the Companies Act, 2013.

For the purpose of computation of aforesaid remuneration, Gratuity as per the Company's Rules shall not be included.

(e) SITTING FEES:

The Appointee shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committees thereof during the currency of his tenure as a Whole-time Director.

The total remuneration of the Appointee shall be within the limits specified in Sections 196 to 198 and Schedule V of the Companies Act, 2013;

- (ii) pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do hereby accords its approval to the payment of remuneration in excess of 5% of the Net Profit in aggregate to all its Executive Directors, who are promoters or members of promoter group, during tenure of the said agreement,



provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013;

- (iii) the Board of Directors of the Company is hereby severally authorized to take all such steps as may be necessary for obtaining approvals (statutory, contractual or otherwise) in relation to the above, and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this Resolution.”

9. To approve Sub-division of equity shares from the face value of Rs. 10/- per share to Rs. 2/- per share along with necessary Alteration in Capital clause of the Memorandum of Association

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

“RESOLVED THAT-

- i. pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies and subject to consent of the Members of the Company, the consent of the Board be accorded to Sub-divide each of the Equity Shares of the Company having a face value of Rs. 10/- each into five (05) Equity Shares having a face value of Rs.2/-(two) each, with effect from the Record Date as may be fixed for the purpose;
- ii. pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions, if any of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed thereunder, and subject to the consent of the Members of the Company, the consent of the Board be accorded to alter the Authorized Share Capital of the Company from existing 'Rs. 20,60,00,000/-(Rupees Twenty Crores Sixty Lakhs only) divided into 1,80,00,000 Equity Shares of Rs. 10/- each and 26,00,000 Preference Shares of Rs. 10/- each to Rs.20,60,00,000/-(Rupees Twenty Crores Sixty Lakhs only) divided into 9,00,00,000 Equity Shares of Rs. 2/- each and 26,00,000 Preference Shares of Rs. 10/- each and the Memorandum of Association of the Company

be altered in the following manner i.e., existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V.

- V. The Authorized Share Capital of the Company is Rs. 20,60,00,000/- (Rupees Twenty Crores Sixty Lakhs only) divided into 9,00,00,000 (Nine crores) Equity Shares of Rs. 2/- (Rupees Two Only) each and 26,00,000/- (Twenty Six Lakhs) Preference Shares of Rs. 10/-(Rupees Ten Only) each.

- iii. pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs. 10/- each of the Company existing on the Record Date to be fixed by the Company in consultation with the Stock Exchange where the shares of the Company are listed shall stand Sub-divided into Equity Shares of nominal value of Rs. 2/- each fully paid up.
- iv. upon Sub-division of the Equity Shares as aforesaid, five (5) Equity Shares of the face value of Rs. 2/- each to be allotted in lieu of existing One (1) Equity Share of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company, shall rank paripassu in all respects with the existing fully paid-up Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full dividend to be declared after the Sub-divided Equity Shares are allotted.
- v. upon the Sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed by the Company and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of Sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.
- vi. the Board of Directors of the Company (“the Board”), (which expression shall also include a committee thereof) be and is hereby authorized to do all such

acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution”

10. Approval for raising of additional funds by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of equity shares or other eligible securities

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

“RESOLVED THAT pursuant to and in accordance with the applicable provisions of Sections 23, 42, 62, 179 and other related applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, (collectively, the “Companies Act”), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time, the current Consolidated FDI Policy issued by the Department of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (collectively, “FEMA”), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited (“BSE”/“Stock Exchange”), where the equity shares of the Company of face value of ₹10 each (“Equity Shares”) are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (“Government of India”), the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), BSE, the Registrar of Companies, Maharashtra at Mumbai (“RoC”), the Securities and Exchange Board of India (“SEBI”) and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and/or

sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, RoC and the Stock Exchange (hereinafter referred to as “Appropriate Authorities”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board, in its absolute discretion, to create, offer, issue and allot from time to time (including with provisions for reservation on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Equity Shares and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise, in registered or bearer form) (the “Securities”), in one or more tranches, for cash, whether Rupee denominated or denominated in foreign currency, in the course of one or more international and/or domestic offering(s) in one or more foreign market(s) and/or domestic market(s), by way of one or more public and/or private offerings, for an aggregate amount up to Rs. 350.00 crores (Rupees Three Hundred and Fifty Crore only), inclusive of such premium as may be fixed on the Securities, including but not limited to, by way of private placement through one or more qualified institutions placement (“QIP”) in accordance with and within the meaning of Chapter VI of the SEBI ICDR Regulations, to eligible “qualified institutional buyers” as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations (“QIBs”) or by way of preferential issue in accordance with Chapter V of the SEBI ICDR Regulations, or through any other permissible mode or any combination thereof of any of the above (the “Issue”), subject to applicable laws, through placement documents, private placement offer cum application letters and/or such other documents/writings/circulars/memorandum, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager(s) and/or underwriter(s) and/or placement agents and/or any other advisor(s) appointed for the offering of the Securities, to be appointed for the Issue (“Lead Manager(s)”), including, without limitation, the total number of Securities to be



issued, face value, fixing book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law and on such terms and conditions as may be determined and deemed fit and appropriate by the Board, at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the Lead Manager(s) so as to enable the Company to list the Securities issued, on the Stock Exchange.

RESOLVED FURTHER THAT in the event that Securities are offered to QIBs through a QIP, the following shall apply:

1. the Securities, or any combination thereof as may be decided by the Board and subject to applicable laws, will be allotted within 365 days from the date of passing of this special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
2. the "relevant date" for the purpose of pricing of any Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP;
3. in case of allotment of eligible convertible securities, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares;
4. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
5. the Equity Shares and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) allotted in a QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;
6. the Board may at its absolute discretion and in accordance with applicable law, also offer a discount of not more than 5% of the floor price or such other discount as may be permitted under applicable law

on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;

7. no subsequent QIP shall be made until the expiry of two weeks from the date of the prior QIP approved by way of this Special Resolution and in accordance with the SEBI ICDR Regulations; and
8. In case Securities other than Equity Shares are issued pursuant to a QIP as aforesaid, such securities shall be converted into Equity Shares within sixty months from the date of allotment.

RESOLVED FURTHER THAT, in pursuance of the resolutions above:

1. the Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company;
2. the Equity Shares created, offered, issue or allotted by the Company shall rank *pari passu* in all respects with the existing Equity Shares of the Company, in all respects including dividend;
3. the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or Restructuring; and
4. the Equity Shares shall be allotted as fully paid-up.

RESOLVED FURTHER THAT any issue of Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a committee thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of preliminary placement documents and placement documents, private placement offer-cum-application letters, determining the form and manner of the Issue, type of security to be issued including the number of

Securities to be allotted, issue price, premium payable, date of the opening and closing of the Issue, or execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, or a duly authorized committee, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and listing thereof with the Stock Exchange or otherwise as may be required in relation to the Issue and to resolve and settle all questions and difficulties that may arise in the Issue, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the Issue, utilization of Issue proceeds, to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion (subject to the conditions set forth in the resolutions herein), all such arrangements/agreements with any Lead Managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, registrars and all such agencies and intermediaries as may be involved or concerned in the Issue, including any amendments or supplements thereto, as necessary or appropriate and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, and to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchange, sign all deeds, documents and writings, settle all questions, difficulties or doubts that may arise in regard to the Issue and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the Issue and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board or a duly authorised committee and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board or a duly authorised committee in its absolute discretion deems fit and to settle any questions, difficulties or doubts

that may arise in relation to the any of the aforesaid or otherwise in relation to the Issue.

RESOLVED FURTHER THAT in respect of the Issue, the Board or any duly authorised committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, filing of requisite documents/making declarations with the Government of India, MCA, RoC, RBI, SEBI, Stock Exchange, and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT the Board or a duly authorised committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory/regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution.”

11. To approve/ratify the remuneration payable to Cost Auditors for financial year 2022-23

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 1 (one) Lakhs only as recommended by the Audit Committee, and approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, is hereby ratified and approved.”

By the Order of the Board of
HLE Glascoat Limited

Date: June 6, 2022
Place: Maroli

Achal Thakkar
Company Secretary

**NOTES:****(A) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 6 to 11 of the accompanying notice is annexed hereto.****(B) Instructions for Participation through VC**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 02/2021 dated January 13, 2021, read with Circular no. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as "SEBI Circulars"), permitted the holding of Annual General Meeting through Video Conference (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members at a common venue. In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. Hence, the Members can attend and participate in the ensuing AGM through VC/OAVM only. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and including route map are not annexed to this Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) intending their authorised representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send scanned certified true copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email through their registered email address to dgbhimani@yahoo.co.in with copies marked to the

Company at share@hleglascoat.com and to its RTA at vadodara@linkintime.co.in.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 01, 2022. Members seeking to inspect such documents can send an email to share@hleglascoat.com.
5. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least TEN days before the AGM on so as to enable the Management to keep the information ready at the Meeting, mentioning their name demat account number/folio number, email id, mobile number through email at share@hleglascoat.com. The same will be replied by the Company suitably.
6. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories in accordance with the aforesaid MCA Circulars and circulars issued by SEBI dated January 15, 2021 and May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company's website and on the website of BSE Limited at www.bseindia.com and on the website of Company's Registrar and Share Transfer Agent, Link Intime India Pvt Ltd, i.e., www.instameet.linkintime.co.in Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
7. Members attending the Meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In terms of Section 152 of the Act, Mr. Nilesh Patel is liable to retire by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
9. The OAVM platform "InstaMeet" of the RTA of the Company- Link Intime India Private Limited has

been chosen for conducting the 31st Annual General Meeting of the Company. Instructions for joining the Annual General Meeting and speaking and voting thereat are as follows:

- **Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:**

(i) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

(ii) Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the Meeting without restrictions of first-come-first serve basis.

(iii) The detailed instruction for attending the Annual General Meeting through VC/OAVM is annexed hereto and forms part of this Notice.

- **Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

(i) Shareholders/Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at share@hleglascoat.com (preferably four days prior to the date of AGM).

(ii) The Speakers on first come basis will only be allowed to express their views/ask questions during the Meeting.

(iii) Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves

the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

The other instructions for registration as speakers during Annual General Meeting is annexed hereto and forms part of this Notice.

- For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, members are requested to download and install the Webex application in advance by following the instructions as under:

- General Guidelines for VC/OAVM participation:

(i) Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

(ii) Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

(iii) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

(iv) Shareholders/Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

(v) Please refer the instructions mentioned above for the software requirements and kindly ensure to install the same on the device which would be used to attend the Meeting. Please read the instructions carefully and participate in the Meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

(vi) In case the shareholders/members have any queries or issues regarding joining the Annual General Meeting, kindly write an email to instameet@linkintime.co.in or Call at - Tel.: (022-49186175).



- **Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the Meeting.

Once the electronic voting is activated by the Scrutinizer during the Meeting, Shareholders/Members who have not exercised their vote through the remote e-voting can cast the vote as detailed as an annexure hereto and forms part of this Notice.

(C) Remote E-Voting through electronic means

1. In accordance with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended to date) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering Remote E-voting facility as an alternate, to all the Members of the Company, to cast their votes electronically on all resolutions set forth in the Notice herein.
2. For this purpose, the Link Intime (India) Pvt. Ltd. (LIPL) shall provide facility for Remote E-voting to enable the Members to cast their votes electronically. Remote E-voting is optional.
3. The Members who have cast their votes electronically prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
4. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date. Votes once cast shall not be allowed to change subsequently.
5. The instructions and other information relating to Remote E-voting are as under:
 - i. The remote e-voting period commences on August 29, 2022 (9:00 a.m. IST) and ends on August 31, 2022 (5:00 p.m. IST). During this period, Members, holding shares either in physical form or dematerialised form, as on cut-off August 25, 2022, may cast their vote electronically. Thereafter, the Remote E-voting module shall be disabled by LIPL at 5.00 p.m. IST on the last day i.e. August 31, 2022. A person

who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting 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-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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their 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 www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. 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, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding

securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).

- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.



2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk 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.: 1800 1020 990 and 1800 22 44 30
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 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

6. Mr. D. G. Bhimani, Proprietor of M/s. D. G. Bhimani & Associates, Practicing Company Secretaries, Anand is appointed as the Scrutinizer to scrutinise the remote e-voting process and voting at AGM in a fair and transparent manner.
7. The Chairperson of the AGM, after the end of the discussions on the resolutions on which voting is to be held, with the assistance of the Scrutinizer shall allow the e-voting to those Members attending the AGM and who have not cast their votes through remote e-voting.
8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two (2) witnesses not in the employment of the Company. Thereafter, he shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and within a period not exceeding two (2) working days from the conclusion of the AGM, forward to the Chairperson or any person authorised by him in writing, who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.hleglascoat.com and on the website of Link Intime India Pvt. Ltd. immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

(D) Other Instructions

1. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/Registrar & Share Transfer Agent-RTA/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

2. 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, provided the votes are not already cast by remote e-voting facility by first holder.
3. The relevant information of the Director seeking re-appointment, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the revised Secretarial Standard-2 (SS-2) on General Meetings, is provided in the Explanatory Statement forming part of this Notice.
4. The Register of Members and Share Transfer Books of the Company, for the shares held in physical form, will remain closed from August 26, 2022 to September 01, 2022 (both days inclusive).
5. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended March 31, 2015 or any subsequent financial years, are requested to make their claims to the Company at the earliest. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated herein, no claim with the Company shall lie in respect thereof. The due date for closure of the unpaid dividend account for financial year 2014-15 is October 8, 2022. Hence, members are requested to realise their unpaid dividend amount at least one month before the due date.



6. The year wise details of date of dividend declaration and due date for transfer of unpaid/unclaimed dividend amount lying in unpaid dividend accounts are as under:

Year	Dividend Declaration Date	IEPF Transfer Due Date	Year	Dividend Declaration Date	IEPF Transfer Due Date
2014-15	September 10, 2015	October 8, 2022	2019-20 (Interim Dividend)	February 11, 2020	March 9, 2027
2015-16	July 25, 2016	August 23, 2023	2019-20 (Final Dividend)	September 19, 2020	October 17, 2027
2016-17	August 28, 2017	September 26, 2024	2020-21	September 7, 2021	October 5, 2028
2017-18	August 3, 2018	September 1, 2025			

The statements of unpaid/unclaimed dividend amount as on for the previous financial year- Form IEPF-2 and for shares transferred to IEPF Authority- Form IEPF-4 are uploaded on the Company's website: www.hleglascoat.com by accessing the web-link <https://hleglascoat.com/unpaid-dividend/> and are also available on the IEPF website: www.iepf.gov.in.

The details of nodal officer appointed by the Company in accordance with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 are available on the Company's website: www.hleglascoat.com in IEPF 2 section by accessing the web-link <https://hleglascoat.com/unpaid-dividend/> for any assistance related to transfer of shares/dividend to IEPF.

7. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Link Intime India Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by visiting on the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by 5:00 p.m. on August 25, 2022.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by visiting on the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by 5:00 p.m. IST on August 25, 2022.

8. A separate reminder has also been sent to those Shareholders having unclaimed dividends related to financial year 2014-15 to 2020-21.
9. Members holding shares in physical form are requested to provide their ECS details viz bank name and account no., branch name and code, account type, MICR no., etc. quoting their folio nos. along with a cancelled blank cheque and self-attested PAN card copy to Link Intime India Pvt. Ltd., Vadodara, RTA of the Company. (Form for availing ECS facility is available on the Company's website: www.hleglascoat.com).
10. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.

11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company or RTA.
12. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
13. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Nomination facility is available to -
- Members holding shares in physical form by filing Form SH-13 with the Company's RTA. Form SH-13 is available on the Company's website and shall also be provided on request.
 - Members holding shares in dematerialized form by lodging their request with their DPs.
14. Members are requested to notify immediately:
- Any change in their residential address.
 - Income-tax Permanent Account Number (PAN).
 - Bank details - Name and address of the bank; A/c No.; type of A/c
15. Shareholders holding shares in more than one folios are requested to write to the RTA of the Company, enclosing their Share Certificates, for consolidation of their folios.
16. Non-resident members are requested to inform their Depository Participants/Link Intime India Pvt. Ltd., immediately of-
- change in their residential status to India for permanent settlement;
 - particulars of their bank account(s) maintained in India with complete name, branch, account type, account number and address of bank, with pin code number.
17. Transfer of share certificates to the Company's Unclaimed Suspense Demat A/c and IEPF Suspense Demat A/c:
- In accordance with the provisions of Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has transferred the unclaimed physical share certificates lying with it to the Demat A/c namely "HLE Glascoat Limited - Unclaimed Suspense Account" after sending three reminders at regular intervals at the last available address of the concerned shareholders in the records of the Company/Depository database. The details of the number of shares transferred to and from the said account have been provided in the Corporate Governance Report as an annexure to the Board Report.
- Kindly note that the said Suspense Account is maintained by the Company purely on behalf of those Shareholders whose share certificates have been transferred to the said Demat A/c and the concerned Shareholders are entitled to approach the Company for possession of the shares entitled to them. After due legal formalities, the Company shall transfer the entitled shares to the respective Shareholder applicant.
- Further, pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs effective from September 7, 2016 and amended from time to time, the Company has communicated individually and a notice was published in the newspapers in English and the local language to the concerned shareholders whose shares are liable to be transferred to IEPF Suspense Account under the said IEPF Rules for taking appropriate actions.



The Company has also uploaded full details of such Shareholders and shares were due to transfer and were transferred to IEPF Suspense Account on its website: www.hleglascoat.com and can be accessed through web-link: <https://hleglascoat.com/unpaid-dividend/>. The said shares have been transferred to IEPF Authority after completion of due legal formalities by the Company in December 2018.

Further, in the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online

application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

By the Order of the Board of
HLE Glascoat Limited

Date: June 6, 2022
Place: Maroli

Achal Thakkar
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 6**

The existing Agreement of appointment of Mr. Himanshu Patel as a Managing Director of the Company is due to expire on December 30, 2022. Hence, the Board recommends his re-appointment as a Managing Director of the Company for a further period of three years with effect from December 31, 2022.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

I. General Information

- Nature of Industry: Manufacturing of Glass-line Equipment, Filtration and Drying Equipment and Chemical manufacturing
- Date of commencement of commercial production: March 5, 1992
- In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
- Financial performance based on given indicators: N.A.
- Foreign investments or collaborations, if any: N.A.

II. Information about the Appointee:

Particulars	Mr. Himanshu Patel								
Background Details	Mr. Himanshu Patel has completed his B.E. (Electrical) from the University of Bombay in the year 1976. He is having more than 45 years of experience in the business of chemicals and engineering. He is a promoter/director in the following companies/entities: <ol style="list-style-type: none"> 1. HLE Engineers Private Limited 2. Maroli Udhyognagar Land Development and Management Company Private Limited 3. Newpar Aromatics LLP 4. HN Indigos Private Limited 5. Yashashvi Rasayan Private Limited 6. Yashaswati Foundation 								
Past Remuneration	Mr. Himanshu Patel was entitled to a monthly salary, including allowances, of Rs. 8,25,000/- (Rupees Eight Lakhs Twenty Five Thousand only), with an annual increment @ 10% or as may be decided by the Board, on his appointment as a Managing Director of the Company w.e.f. December 31, 2016.								
Recognition and Awards	N.A.								
Job Profile and his suitability	He has overall control over the management and business strategy of the Company in line with his qualification and experience in the business.								
Remuneration proposed	Mr. Himanshu Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under: <table> <tr> <td>Salary</td> <td>: Annual salary of Rs. 1,08,00,000/-.</td> </tr> <tr> <td>Perquisites</td> <td>: Perquisites as specified in the draft agreement.</td> </tr> <tr> <td>Commission</td> <td>: At the rate of 1% on the net profit of the Company.</td> </tr> <tr> <td>Annual Increment</td> <td>: The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.</td> </tr> </table>	Salary	: Annual salary of Rs. 1,08,00,000/-.	Perquisites	: Perquisites as specified in the draft agreement.	Commission	: At the rate of 1% on the net profit of the Company.	Annual Increment	: The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.
Salary	: Annual salary of Rs. 1,08,00,000/-.								
Perquisites	: Perquisites as specified in the draft agreement.								
Commission	: At the rate of 1% on the net profit of the Company.								
Annual Increment	: The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.								



Particulars	Mr. Himanshu Patel
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable to Mr. Himanshu Patel is in line with that payable in the industry and the companies of similar size and nature.
Pecuniary Relations with the Company	<p>Apart for receipt of remuneration as per the Agreement entered into with the Company, following companies/entities in which Mr. Himanshu Patel has direct/indirect interest, have pecuniary relations with the Company, in accordance with Section 188 of the Companies Act, 2013 and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</p> <ul style="list-style-type: none">• Maroli Udhogynagar Land Development and Management Company Private Limited• HLE Engineers Private Limited• Newpar Aromatics LLP• HN Indigos Private Limited• Yashashvi Rasayan Private Limited• Yashaswati Foundation• M/s HL Equipments• Yash Speciality LLP

III. Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms: Not Applicable

Other Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Date of Birth	August 18, 1952
Date of Appointment on the Board	December 31, 2016
Directorships held in other public companies	None
No. of shares held in the Company	35,95,707
Relations with Other Directors	He is father of Mr. Harsh Patel, Brother of Mr. Nilesh Patel and Uncle of Mr. Aalap Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and applicable Article(s) of the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 23, 2022, have recommended re-appointment of Mr. Himanshu Patel as Managing Director of the Company for a period of three (03) year(s) w.e.f. December 31, 2022.

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Mr. Himanshu Patel as Managing Director of the Company, not liable to retire by rotation.

Mr. Himanshu Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Mr. Himanshu Patel. The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Himanshu Patel fulfils the conditions for appointment as Managing Director and he possesses appropriate skills, experience and knowledge. His continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Himanshu Patel as Managing Director. The Directors have evaluated performance of Mr. Himanshu Patel as per the performance evaluation criteria laid down in the policy formulated by Nomination & Remuneration Committee of Directors of the Company. In view of the above, it is recommended to appoint Mr. Himanshu Patel as Managing Director of the Company.

Brief resume of Mr. Himanshu Patel is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for electronic inspection as stated in this Notice up to the date of the Annual General Meeting.

Further, as per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, upon insertion of Regulation 17(6)(e) in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the total remuneration payable to all Executive Directors, who are promoters or members of promoter group, shall not exceed 5% of the net profits of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

The Board of Directors recommends the resolution for your approval as special resolution for re-appointment of Mr. Himanshu Patel as a Managing Director of the Company and to enable the payment of remuneration which may be in excess of the said SEBI (LODR) Regulations, 2015, but which is otherwise permissible under Schedule V of the Companies Act, 2013.

None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives are in any way interested or concerned, either financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at item no. 6 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 7

The existing Agreement of appointment of Mr. Aalap Patel as an Executive Director (Technical) is due to expire on December 30, 2022. Hence, the Board recommends his re-appointment as a Whole-time Director [designated as an Executive Director] of the Company for a further period of three years with effect from December 31, 2022.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

I. General Information

- Nature of Industry: Manufacturing of Glass-line Equipment Industry, Filtration and Drying Equipment and Chemical manufacturing
- Date of commencement of commercial production: March 5, 1992
- In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
- Financial performance based on given indicators: N.A.
- Foreign investments or collaborations, if any: N.A.



II. Information about the Appointee:

Particulars	Mr. Aalap Patel
Background Details	Mr. Aalap Patel has completed his B.E. (Mechanical) from the University of Pune in the year 2009 and MBA in Global Management from the Thunderbird School of Global Management in the year 2013. He has nearly 10 years of experience in the engineering industry. Mr. Aalap Patel is a promoter/director in the following companies: 1. HN Indigos Private Limited
Past Remuneration	Mr. Aalap Patel was entitled to a monthly salary, including allowances, of Rs. 6,60,000/- (Rupees Six Lakhs Sixty Thousand only), with an annual increment @ 10% or as may be decided by the Board, on his appointment as the Executive Director (Technical) of the Company w.e.f. December 31, 2016.
Recognition and Awards	N.A.
Job Profile and his suitability	He has control over the management in the technical areas of the Company's business in line with his qualification and experience in the business.
Remuneration proposed	Mr. Aalap Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under: Salary : Annual salary of Rs.90,00,000/- Perquisites : Perquisites as specified in the draft agreement. Annual Increment : The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and Person	The remuneration payable to Mr. Aalap Patel is in line with that payable in the industry and the companies of similar size and nature.
Pecuniary Relations with the Company	Apart from receipt of remuneration as per the Agreement entered into with the Company, following companies in which Mr. Aalap Patel has direct/indirect interest, have pecuniary relations with the Company, in accordance with Section 188 of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: <ul style="list-style-type: none">• MaroliUdhyog Nagar Land Development and Management Company Private Limited• HLE Engineers Private Limited• Newpar Aromatics LLP• HN Indigos Private Limited• Yashashvi Rasayan Private Limited• Yashaswati Foundation• M/s HL Equipments• Yash Speciality LLP

III. Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms: Not Applicable

Other Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Date of Birth	October 17, 1987
Date of Appointment on the Board	December 31, 2016
Directorships held in other public companies	None
No. of shares held in the Company	1,88,833
Relations with Other Directors	He is the son of Mr. Nilesh Patel, Nephew of Mr. Himanshu Patel and First Cousin of Mr. Harsh Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016.

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and applicable Article(s) of the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 23, 2022, have recommended re-appointment of Mr. Aalap Patel as Executive Director of the Company for a period of three (03) year(s) w.e.f. December 31, 2022.

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Mr. Aalap Patel as Executive Director of the Company, not liable to retire by rotation.

Mr. Aalap Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Mr. Aalap Patel. The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Aalap Patel fulfils the conditions for appointment as Executive Director and he possesses appropriate skills, experience and knowledge. His continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Aalap Patel as Executive Director. The Directors have evaluated performance of Mr. Aalap Patel as per the performance evaluation criteria laid down in the policy formulated by Nomination & Remuneration Committee of Directors of the Company. In view of the above, it is recommended to appoint Mr. Aalap Patel as Executive Director of the Company.

Brief resume of Mr. Aalap Patel is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for electronic inspection as stated in this Notice up to the date of the Annual General Meeting.

Further, as per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, upon insertion of Regulation 17(6)(e) in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the total remuneration payable to all Executive Directors, who are promoters or members of promoter group, shall not exceed 5% of the net profits of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

The Board of Directors recommends the resolution for your approval as special resolution for re-appointment of Mr. Aalap Patel as a Whole-time Director [designated as an Executive Director] of the Company and to enable the payment of remuneration which may be in excess of the said SEBI (LODR) Regulations, 2015, but which is otherwise permissible under Schedule V of the Companies Act, 2013.

None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives is in any way interested or concerned, either financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at item no. 7 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 8

The Board recommends the appointment of Mr. Harsh Patel as a Whole-time Director of the Company for a period of three years with effect from October 1, 2022.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

1. General Information

- Nature of Industry: Manufacturing of Glass-line Equipment Industry, Filtration and Drying Equipment and Chemical manufacturing



- Date of commencement of commercial production: March 5, 1992
- In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
- Financial performance based on given indicators: N.A.
- Foreign investments or collaborations, if any: N.A.

2. Information about the Appointee:

Particulars	Mr. Harsh Patel
Background Details	Mr. Harsh Patel has completed B.E (Chemical Engineering) from the University of Mumbai and has completed MBA from the State University of New Jersey in 2002. He has more than 18 years of experience in the business of chemicals and engineering Mr. Harsh Patel is a promoter/director in the following companies: 1. Yashashvi Rasayan Private Limited 2. HLE Engineers Private Limited
Past Remuneration	Nil
Recognition and Awards	N.A.
Job Profile and his suitability	He has control over the management in the technical areas of the Company's business in line with his qualification and experience in the business.
Remuneration proposed	Mr. Harsh Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under: Salary : Annual salary of Rs. 60,00,000 Perquisites : Perquisites as specified in the draft agreement. Annual Increment : The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and Person	The remuneration payable to Mr. Harsh Patel is in line with that payable in the industry and the companies of similar size and nature.
Pecuniary Relations with the Company	Following companies/entities, in which Mr. Harsh Patel has direct/indirect interest, have pecuniary relations with the Company, in accordance with Section 188 of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: <ul style="list-style-type: none"> • HLE Engineers Private Limited • Yashashvi Rasayan Private Limited • M/s HL Equipments • Yash Speciality LLP

3. Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms: Not Applicable

Other Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Date of Birth	September 9, 1977
Date of Appointment on the Board	December 31, 2016
Directorships held in other public companies	None
No. of shares held in the Company	18,59,580
Relations with Other Directors	He is son of Mr. Himanshu Patel, First Cousin of Mr. Aalap Patel and Nephew of Mr. Nilesh Patel, who are the Directors of the Company w.e.f. December 31, 2016.

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and applicable Article(s) of the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 23, 2022, have recommended appointment of Mr. Harsh Patel as Whole-Time Director of the Company for a period of three (03) year(s) w.e.f. October 1, 2022.

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Mr. Harsh Patel as Whole-Time Director of the Company, not liable to retire by rotation.

Mr. Harsh Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Mr. Harsh Patel. The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Harsh Patel fulfils the conditions for appointment as Whole-Time Director and he possesses appropriate skills, experience and knowledge. His continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Harsh Patel as Whole-Time Director. The Directors have evaluated performance of Mr. Harsh Patel as per the performance evaluation criteria laid down in the policy formulated by Nomination & Remuneration Committee of Directors of the Company. In view of the above, it is recommended to appoint Mr. Harsh Patel as Whole-Time Director of the Company.

Brief resume of Mr. Harsh Patel is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for electronic inspection as stated in this Notice up to the date of the Annual General Meeting.

Further, as per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, upon insertion of Regulation 17(6)(e) in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the total remuneration payable to all Executive Directors, who are promoters or members of promoter group, shall not exceed 5% of the net profits of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

The Board of Directors recommends the resolution for your approval as special resolution for appointment of Mr. Harsh Patel as a Whole-time Director of the Company and to enable the payment of remuneration which may be in excess of the said SEBI (LODR) Regulations, 2015, but which is otherwise permissible under Schedule V of the Companies Act, 2013.

None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives is in any way interested or concerned, either financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at item no. 8 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 9

Presently the Authorised Share Capital of the Company is Rs. 20,60,00,000/- and its paid up share capital is Rs. 14,77,81,872/- consisting 1,36,53,096 equity shares of Rs. 10/- each and 18,75,152/- preference shares of Rs.6/- each. The equity shares of the Company are listed on BSE limited and traded on the National Stock Exchange of India Limited and BSE Limited.

In order to provide enhanced liquidity to the Company's equity shares in the stock market and to make it more affordable for small investors, it is proposed to sub-divide each equity share of face value of Rs. 10/- into two equity shares of the face value of Rs.2/- each pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. The record date



for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on June 06, 2022, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 9 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company of the Company. A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting. This item of special business does not relate to or affects any other company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution in the accompanying Notice. The Board recommends the above Special Resolution set out under item no. 9 of the Notice for approval of the Members.

Item No. 10

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the Issue will be utilized (wholly or in part) one or more, or any combination, of the following: (i) for augmenting long term cash resources, (ii) funding the organic or inorganic growth opportunities in the area of the Company's operations and adjacencies, (iii) making investments in companies including in subsidiaries or otherwise (either through debt or equity or any convertible securities), (iv) growing existing businesses or entering into new businesses in line with the strategy of the Company, (v) pre-payment and/or repayment of outstanding borrowings, (vi) meeting working capital requirement of the Company or (vii) for any other general purposes as may be permissible under the applicable law and approved by the Board of directors of the Company or a duly constituted committee of the Board.

In line with the above, the Company proposes to raise funds through the issuance of equity shares of face value of Rs. 10/- each of the Company ("**Equity Shares**") and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) (collectively, the "**Securities**") for an aggregate amount of up to Rs. 350.00 Crores (Rupees Three Hundred and Fifty Crores) to eligible investors including eligible

qualified institutional buyers (as defined under Regulation 2(1) (ss) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**")) and/or any other category of investors whether or not such investors are members of the Company, for cash, in one or more tranches by way of qualified institutions placement ("**QIP**") or a preferential issue or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); and (c) other applicable law (the "**Issue**"). Accordingly, the Board, at its meeting held on June 6, 2022, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board or a duly authorised committee of the Board, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager and/or other advisor(s) appointed in relation to the Issue, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Securities allotted will be listed and traded on stock exchange(s) where Equity Shares are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities shall be subject to obtaining of regulatory approvals, if any by the Company and prevailing market conditions.

Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe to Securities is required to obtain prior approval of the shareholders by way of a special resolution.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its members. Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law. The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) that may be created, offered, issued and

allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. In the event that Securities are issued through a QIP, the resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/underwriters or any such other intermediary, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

In the event that Equity Shares are issued through a QIP, the 'relevant date' for the purpose of the pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be either the date of the meeting in which the Board/its duly constituted committee decides to open the QIP, as decided by the Board, which shall be subsequent to receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares. Further, in the event that eligible convertible securities are issued through a QIP, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares.

As and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the Stock Exchange as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the fund raising, including issuance of Securities through the Issue will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book running lead managers and/or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post - Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board or its duly constituted committee, to decide on the Issue, to the extent and in the manner stated in the special resolution, as set out in Item 10 of this notice, without the need for any fresh approval from the members of the Company in this regard.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares and/or other eligible Securities on such date as may be determined by the Board but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.

Equity Shares, proposed to be issued, shall in all respects, rank pari passu with the existing Equity Shares of the Company.

If the Issue is made through a QIP, the Promoters will not participate by subscribing in the Issue.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 10 of the Notice.

The proposed Issue is in the interest of the Company and the Board recommends the resolution set out at Item no. 10 of the notice for the approval of the members as a special resolution.



Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Rs.1,00,000 (Rupees One Lakh Only) plus applicable tax and out-of-pocket expenses of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified/approved by the Members of the Company.

Accordingly, ratification/approval by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 11 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

By the Order of the Board of
HLE Glascoat Limited

Date: June 6, 2022
Place: Maroli

Achal Thakkar
Company Secretary

ANNEXURE TO THE EXPLANATORY STATEMENT

Details of personnel seeking appointment at the 31st Annual General Meeting as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Name of the Director	Mr. Himanshu Patel	Mr. Aalap Patel
DIN	00202312	06858672
Date of Birth	18/08/1952	17/10/1987
Date of Appointment	31/12/2019 (date of first appointment 31/12/22016)	31/12/2019 (date of first appointment 31/12/22016)
Qualifications	B.E. (Electrical)	B.E. (Mechanical), MBA
Terms & Conditions of Appointment / Re-Appointment	Re-appointment as a Managing Director of the Company for a further period of three years with effect from December 31, 2022.	Re-appointment as an Executive Director of the Company for a further period of three years with effect from December 31, 2022.
Details of Last Remuneration Drawn	Mr. Himanshu Patel was entitled to a monthly salary, including allowances, of Rs. 8,25,000/- (Rupees Eight Lakhs Twenty Five Thousand only), with an annual increment @ 10% or as may be decided by the Board, on his appointment as a Managing Director of the Company w.e.f. December 31, 2016.	Mr. Aalap Patel was entitled to a monthly salary, including allowances, of Rs. 6,60,000/- (Rupees Six Lakhs Sixty Thousand only), with an annual increment @ 10% or as may be decided by the Board, on his appointment as the Executive Director (Technical) of the Company w.e.f. December 31, 2016.
Details of Proposed Remuneration	Mr. Himanshu Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under: Salary: Annual salary of Rs. 1,08,00,000/-. Perquisites: Perquisites as specified in the draft agreement. Commission: At the rate of 1% on the net profit of the Company. Annual Increment: The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.	Mr. Aalap Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under: Salary: Annual salary of Rs.90,00,000/- Perquisites: Perquisites as specified in the draft agreement. Annual Increment: The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.
Nature of Expertise / Experience	He is having more than 45 years of experience in the business of chemicals and engineering.	He has nearly 10 years of experience in the engineering industry.
Names of Listed Entities in Which Directorship is held	HLE Glascoat Limited	HLE Glascoat Limited
Names of Listed Entities from which resigned in the Past Three Years	Nil	Nil
Names of Listed Entities in which Membership of Committees of the Board is held	Nil	HLE Glascoat Limited: <ul style="list-style-type: none"> • Chairman of RMC Committee • Member of Audit Committee, SRC Committee, and CSR Committee
No. of share held	35,95,707	1,88,833
No. of Board Meetings attended	Six (06)	Six (06)
Relationship with other Directors/ KMPs	He is father of Mr. Harsh Patel, Brother of Mr. Nilesh Patel and Uncle of Mr. Aalap Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016	He is the son of Mr. Nilesh Patel, Nephew of Mr. Himanshu Patel and First Cousin of Mr. Harsh Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016.



Name of the Director	Mr. Harsh Patel	Mr. Nilesh Patel
DIN	00141863	00141873
Date of Birth	09/09/1977	24/07/1961
Date of Appointment	31/12/2016 (date of first appointment)	31/12/2016 (date of first appointment 31/12/22016)
Qualifications	B.E (Chemical Engineering), MBA	B.Sc. (Chemistry)
Terms & Conditions of Appointment / Re-Appointment	Appointment as Whole-time Director of the Company for a period of three years with effect from October 1, 2022.	Appointment of a Director who retire by rotation and being eligible, offers himself for reappointment
Details of Last Remuneration Drawn (FY 2021-22)	Nil	Nil
Details of Proposed Remuneration	Mr. Harsh Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under: Salary: Annual salary of Rs. 60,00,000 Perquisites: Perquisites as specified in the draft agreement. Annual Increment: The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.	Nil
Nature of Expertise / Experience	He has more than 18 years of experience in the business of chemicals and engineering.	He has more than 26 years of experience in the business of chemicals and engineering.
Names of Listed Entities in Which Directorship is held	HLE Glascoat Limited	HLE Glascoat Limited
Names of Listed Entities from which resigned in the Past Three Years	Nil	Nil
Names of Listed Entities in which Membership of Committees of the Board is held	HLE Glascoat Limited: - Member of SRC Committee	Nil
No. of share held	18,59,580	36,39,127
No. of Board Meetings attended	Five (05)	Six (06)
Relationship with other Directors/ KMPs	He is son of Mr. Himanshu Patel, Nephew of Mr. Nilesh Patel and First Cousin of Mr. Aalap Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016.	He is father of Mr. Aalap Patel and Brother of Mr. Himanshu Patel and Uncle of Mr. Harsh Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “Company” and ‘Event Date’ and register with your following details: -
- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 4 days in advance with the company on the email id share@hleglascoat.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.



5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

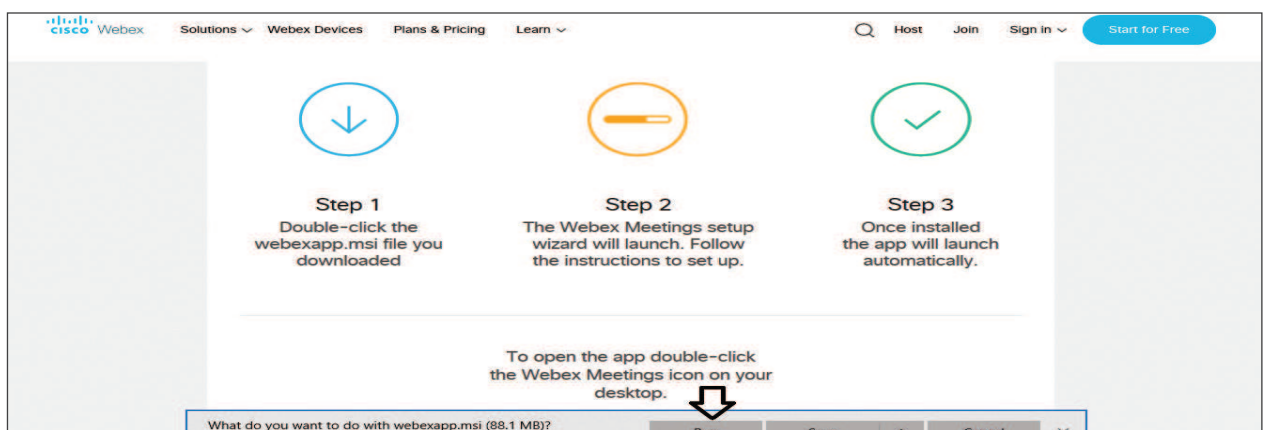
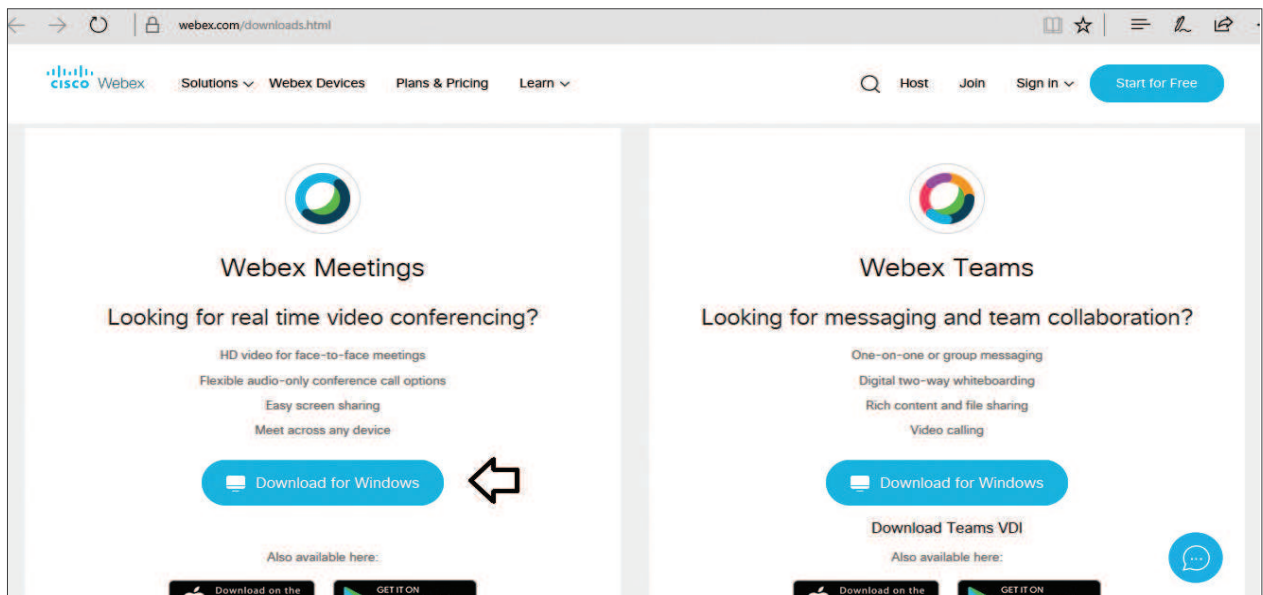
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The screenshot displays the Cisco Webex interface for joining an event. On the left, under 'Event Information:', there are fields for 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. Below these is a link to 'Terms of Service and Privacy Statement'. On the right, the 'Join Event Now' section contains a message: 'You cannot join the event now because it has not started.' Below this message are four input fields: 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to these fields with the text 'Mention your First name, Last name and email address'. Below the input fields is a 'Join Now' button and a 'Join by browser' link. Another red arrow points to the 'Join Now' button. At the bottom, it says 'If you are the host, start your event.'