HINDUSTAN GUM & CHEMICALS LIMITED

Regd. Office:- Birla Colony, Bhiwani-127021 (Haryana)
CIN-U24299HR1962PLC007739
Telephone:- 01664-243891,92
Email:- bhiwani@hindustangum.com
Website:- www.hindustangum.com

NOTICE OF 63RD (SIXTY-THIRD) ANNUAL GENERAL MEETING

NOTICE is hereby given that 63rd (Sixty-Third) Annual General Meeting of the Members of Hindustan Gum & Chemicals Limited will be held at Registered Office of the Company at Birla Colony, Bhiwani – 127021 on Tuesday, the 16th day of September 2025 at 12:15 P.M. (IST) to transact the following business:

Ordinary Business:

- To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2025 and the Report of the Board of Directors and the Auditors thereon.
- 2. To declare dividend on Equity Shares for the financial year ended 31st March 2025.
- 3. To appoint a Director in place of Mr. Harsh V. Lodha (DIN-00394094), who retires by rotation and, being eligible, offers himself for re-appointment.
- 4. To appoint a Director in place of Mr. Dhanraj Bansal (DIN-00050612), who retires by rotation and, being eligible, offers himself for re-appointment.
- 5. To appoint a Director in place of Mrs. Manjari Ashok Kacker (DIN-06945359), who retires by rotation and, being eligible, offers herself for re-appointment.

Special Business:

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amlanabha Das (DIN-07130128), who was appointed as an Additional Director w.e.f. 20th March 2025 by the Board of Directors at its meeting held on 20th March 2025 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."





7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pu Chen (DIN-02427677), who was appointed as an Additional Director w.e.f. 20th March 2025 by the Board of Directors at its meeting held on 20th March 2025 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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Registered Office: Birla Colony Bhiwani (Haryana)

CIN: U24299HR1962PLC007739 Email:- bhiwani@hindustangum.com

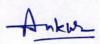
Website:- www.hindustangum.com

Date:- 2nd July 2025 Place:- New Delhi By order of the Board of Directors
For Hindustan Gum & Chemicals Limited

Ankur Khetan (Accounts & Finance) and Company Secretary Membership No.- ACS45384

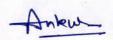
Notes:

- i) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself or herself and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
- ii) A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
- iii) Members/Proxies are requested to bring the Attendance Slip duly filled in and signed for attending the Meeting.
- iv) Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- V) Members holding shares in physical form are requested to notify to the Company through email at bhiwani@hindustangum.com quoting their folio number, any change in their registered address along with a copy of any one of the address proof i.e. Voter Identity Card, Aadhaar Card, Electric/Telephone Bill, Driving License, Passport or Bank Statement and any change in Bank mandate along with original cancelled cheque leaf/attested bank passbook showing name of the Account Holder. Members holding shares in Demat form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or its Registrar and Share Transfer Agent will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialized form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants.
- vi) Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to attend Annual General Meeting through their authorized representatives are requested to send to the Company, a certified copy of the relevant Board Resolution/Authority letter/Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.





- vii) The Statement pursuant to Section 102(1) of the Act, in respect of Item Nos. 6 and 7 which sets out details relating to Special Business at the Meeting and considered unavoidable by the Board, is annexed hereto and forms part of the Notice. The relevant details of the Directors seeking appointment/re-appointment as required by Secretarial Standard on General Meetings is also annexed as Annexure-A to the Notice. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
- viii) During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. Statutory Registers and documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during business hours between 10 A.M. to 12 Noon on any working day excluding Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.
- The Notice of the AGM along with the Attendance Slip, Proxy Form, Route Map of the venue of the Meeting and Electronic copy of the Annual Report are being sent to all the Members whose email IDs are registered with the company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to bhiwani@hindustangum.com mentioning your folio/DP ID and Client ID. The Notice of AGM for the financial year 2024-25 will also be available on the Company's website at www.hindustangum.com.
- x) At the 60th Annual General Meeting held on 26th September 2022, the members had approved the re-appointment of Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) as Statutory Auditor of the Company to hold office for second term of 5 (five) consecutive years from the conclusion of that AGM till the conclusion of the 65th Annual General Meeting of the Company to be held in the year 2027.
- xi) The dividend on the Ordinary Shares as recommended by the Board, if approved at the AGM, will be paid subject to deduction of tax at source, to the Members whose names appear in the Register of Members/list of Beneficial Owners as on 16th September 2025.
- Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ('IT Act"). To enable us to determine the appropriate TDS rates as applicable, Members are



requested to complete and/or update their Residential Status, Permanent Account Number (PAN) with their depositories (in case of shares held in demat mode) or with the Company/Registrar & Share Transfer Agent (RTA) (in case of shares held in physical mode) by sending the documents through email at bhiwani@hindustangum.com.

xiii) The Company will arrange to email the soft copy of TDS certificate to the Members at their registered email ID in due course, post payment of the said Dividend. Members will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at https://www.incometax.gov.in. The Company is sending email regarding this change in the IT Act as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.

xiv) General Guidelines for shareholders

- a) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Company as on 16th September 2025 only shall be entitled to avail the facility of voting.
- b) In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote at the AGM.
- xv) Route map to the venue of the Meeting is provided at the end of the Notice.





EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THE NOTICE:

The following Explanatory Statement sets out all material facts relating to Special Business proposed to be transacted under Item Nos. 6 & 7 of the accompanying Notice:

Item No. 6

Mr. Amlanabha Das (DIN-07130128) was appointed as Additional Director by the Board of Directors of the Company with effect from 20th March, 2025. As per Section 161 of the Companies Act, 2013 a person who has been appointed as Additional Director in Board Meeting shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Consequently, Mr. Amlanabha Das holds office up to the date of this Annual General Meeting.

The Company has received a Notice from a Member in writing under Section 160 of the Act, proposing candidature of Mr. Amlanabha Das for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice for the appointment of Mr. Amlanabha Das as a Director, liable to retire by rotation.

Except Mr. Amlanabha Das, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 6.

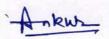
Item No. 7

Mr. Pu Chen (DIN-02427677) was appointed as Additional Director by the Board of Directors of the Company with effect from 20th March, 2025. As per Section 161 of the Companies Act, 2013 a person who has been appointed as Additional Director in Board Meeting shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Consequently, Mr. Pu Chen holds office up to the date of this Annual General Meeting.

The Company has received a Notice from a Member in writing under Section 160 of the Act, proposing candidature of Mr. Pu Chen for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mr. Pu Chen as a Director, liable to retire by rotation.

Except Mr. Pu Chen, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 7.





Registered Office: Birla Colony

Bhiwani (Haryana)

CIN: U24299HR1962PLC007739 Email:- bhiwani@hindustangum.com Website:- www.hindustangum.com

Date:- 2nd July 2025 Place:- New Delhi By order of the Board of Directors For Hindustan Gum & Chemicals Limited

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Ankur Khetan GM (Accounts & Finance) and Company Secretary Membership No.- ACS45384

ANNEXURE 'A' TO ITEM NOS. 3 TO 7 OF THE NOTICE

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance to Secretarial Standard on General Meetings] (As on 31st March, 2025)

	01	02
Name of the Director	Mr. Harsh V Lodha	Mr. Dhanraj Bansal
DIN	00394094	00050612
Date of Birth and Age	13.02.1967 (58 years)	01.08.1939 (86 years)
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	05.05.2004	21.11.2008
Qualifications	Bachelor of Commerce Degree from Calcutta University and Chartered Accountant	Master's Degree in Science from the Birla Institute of Technology & Science, Pilani
Calcutta University and Chartered		Possesses rich and varied experience of over 60 years in various facets of cable and other industries including in the field of administration, production and marketing. His strengths also include strong relationship management, international alliances/tie ups and business development. He is actively associated with various cable industry forums in India & abroad and also served at the helm of all renowned power 8 telecommunication cables industry association(s) in India for several years.





	amongst other professional work, he was involved in several advisory assignments in the fields of international takeovers and financing, domestic financing, project structuring, capital mobilisation, joint ventures/collaborations, mergers/reconstructions and rehabilitation. Mr. Lodha has served as the Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar and as Vice Consul of the Republic of Philippines for Eastern India.	
Number of shares held in the Company	One Share (Jointly held with other Shareholder)	Nil
List of directorships held in other Companies *	1. Alfred Herbert (India) Ltd. 2. Birla Cable Limited 3. Birla Corporation Limited 4. Birla Furukawa Fibre Optics Pvt. Ltd. 5. J.K. Fenner (India) Limited 6. Oneworld Resources Pvt. Ltd. 7. RCCPL Private Ltd. 8. Universal Cables Limited 9. Vindhya Telelinks Limited 10. Punjab Produce Holdings Ltd. # 11. Baroda Agents and Trading Co. Pvt. Ltd. # 12. East India Investment Co. Pvt. Ltd. # 13. Gwalior Webbing Co. Pvt. Ltd. # 14. The Punjab Produce & Trading Co. Pvt. Ltd. #	Vindhya Telelinks Limited Birla Cable Limited Birla Furukawa Fibre Optics Pvt. Ltd.
Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director	Chairman (i) Stakeholders Relationship Committee of - Birla Corporation Limited (ii) Corporate Social Responsibility Committee of - Birla Corporation Limited - Hindustan Gum & Chemicals Limited - RCCPL Private Limited - The Punjab Produce and Trading Company Private Limited # - Universal Cables Limited - Vindhya Telelinks Limited - Birla Cable Limited	Chairman (i) Corporate Social Responsibility Committee of - Birla Furukawa Fibre Optics Pvt. Ltd. Member (i) Nomination and Remuneration Committee of - Vindhya Telelinks Ltd. (ii) Stakeholders Relationship Committee of - Vindhya Telelinks Ltd.

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		Hindustan Gum & Chemicals Limited
	(iii) Committee of Directors of - RCCPL Private Limited Member (i) Corporate Social Responsibility Committee of - Gwalior Webbing Co. Pvt. Limited # (ii) Nomination and Remuneration Committee of - Birla Corporation Limited - RCCPL Private Limited	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the year 2024-25 [Out of 4 (Four) held]	4	2
Terms and conditions of Appointment/ Re-appointment along with details of remuneration last drawn, if applicable	No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof	No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof
Details of Remuneration sought to be paid	Entitled to Sitting Fees for attending Meeting of the Board and the Committee(s) thereof as fixed/may be fixed by the Board of Directors of the Company from time to time	Entitled to Sitting Fees for attending Meeting of the Board and the Committee(s) thereof as fixed/may be fixed by the Board of Directors of the Company from time to time

As per the disclosure given by Mr. Harsh V. Lodha, Punjab Produce Holdings Ltd., Baroda Agents & Trading Co. Pvt. Ltd., East India Investment Co. Pvt. Ltd., Gwalior Webbing Co. Pvt. Ltd. and The Punjab Produce & Trading Co. Pvt. Ltd. (all collectively referred to as "companies") have filed Form DIR-12 with the Ministry of Corporate Affairs on the basis of an illegal direction from one of the Administrators Pendente Lite (APL) of the Estate of Priyamvada Devi Birla purportedly acting on the basis of wrongful interpretation of the judgement and order dated 18th September, 2020 of the Learned Single Judge of the High Court at Calcutta that he has "ceased" to be a director in the said Companies. The wrongful act has been done without his knowledge, consent and without any compliance with the provisions of Law which has been challenged by him. As per the disclosure made by him, there has been no cessation of his directorship in any of these Companies. The judgement and order dated 18th September, 2020 was challenged by him in appeal being A.P.O. Nos. 92 of 2020 which has been disposed of by the Hon'ble Division Bench by a judgment and order dated 14th December, 2023 modifying the judgment and order dated 18th September, 2020 of the Learned Single Judge in the light of the observations made in the said judgment and order dated 14th December, 2023. The application being G.A. No. 2 of 2020 and G.A. No. 3 of 2020 filed by him in connection with the illegal and wrongful action of the two of the Joint APLs were also disposed of accordingly. Prior thereto, the Hon'ble Division Bench, by an ad-interim order dated 1st October, 2020 passed in the said addiest clarified the order dated 18th September, 2020.

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All these purported actions/decisions taken by the two of the Joint APLs illegally and without following the due process of law have been nullified by the judgment and order dated 14th December, 2023.

The defendants in the probate suit being T.S. No. 6 of 2004 have preferred Special Leave Petitions from the aforesaid judgment and order dated 14th December, 2023. The Hon'ble Supreme Court has, by an order dated 22nd March, 2024 declined to pass any interim order in such petitions.

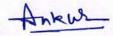
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ANNEXURE 'A' TO ITEM NOS. 3 TO 7 OF THE NOTICE

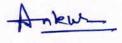
Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance to Secretarial Standard on General Meetings] (As on 31st March, 2025)

	03	04	
Name of the Director	Ms. Manjari Kacker	Mr. Amlanabha Das	
DIN	06945359	07130128	
Date of Birth and Age	17.04.1952 (73 years)	04.09.1964 (61 years)	
Nationality	Indian	Indian	
Date of first appointment on the Board of Directors of the Company	06.02.2015	20.03.2025	
Qualifications	Master's degree in chemistry and Diploma in Business Administration Graduate in Chemistry Graduation in Management from University and also Strategy Management a France.		
Experience (including nature	More than 44 years of experience in	More than 38 years of experience	
of expertise in specific	Taxation, Finance, Administration	in the domain of Speciality	
functional areas) / Brief	and Vigilance. She was the member	Polymers, Engineering Plastics,	
Resume	of CBDT. She has also served as	Rubber and Speciality Chemicals.	
	Functional Director (Vigilance and	He has worked in various senior	
	Security) in Air India and also	positions with the Tata's and	
	represented India in International	renowned MNCs like Bayer,	
	conferences.	Lanxess, Solvay, Syensqo.	
Number of shares held in the Company	Nil	Nil	
List of directorships held in	DFL Technologies Pvt. Ltd.	1. Solvay Specialities India	
other Companies *	2. Reliance Infrastructure Limited	Private Limited	
Chairman/Member of the	Chairperson	Member	
Committees of the Boards of	(i) Audit Committee of	(i) Finance Committee of	
the Companies in which he/she is Director	- Reliance Infrastructure Limited	- Hindustan Gum & Chemicals Limited	
	Member		
	(i) CSR and Sustainability		
	Committee of		
	- Reliance Infrastructure Limited	4,5-1,1	
	(ii) Risk Management Committee	Value de la companya	
	of		
	 Reliance Infrastructure Limited 		
	(iii) Nomination and		
	Remuneration Committee of		
	- Reliance Infrastructure Limited		
	(iv) Stakeholders Relationship		
	Committee of		
	- Reliance Infrastructure Limited		
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	
Number of Meetings of the	*	. Free Many	
Board attended during the		& CHEAL	
year 2024-25 [Out of 4 (Four)	3	1 Carried Street	
held]		BHIWANI E	





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Terms and conditions of Appointment/ Re-appointment along with details of remuneration last drawn, if applicable	Liable to retire by rotation No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof	Liable to retire by rotation No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof
Details of Remuneration sought to be paid	Entitled to Sitting Fees for attending Meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time	Entitled to Sitting Fees for attending Meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time





ANNEXURE 'A' TO ITEM NOS. 3 TO 7 OF THE NOTICE

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance to Secretarial Standard on General Meetings] (As on 31st March, 2025)

	05
Name of the Director	Mr. Pu Chen
DIN	02427677
Date of Birth and Age	10.06.1963 (62 years)
Nationality	Singapore Citizen
Date of first appointment on the Board of Directors of the Company	20.03.2025
Qualifications	Ph.D. in Organic Chemistry from the National University of Singapore and MBA from the University of Surrey, UK.
Experience (including nature of expertise in specific functional areas) / Brief Resume	More than 25 years of experience in the industry. Currently, he serves as the Chief Officer of Asia and Chairman of the board of Syensqo China and is also a member of the Executive Team. He also held significant management positions in the Group, encompassing various global business units. His career spans from Research and Innovation to Global Business Operations including acquisitions and integrations, demonstrating outstanding leadership across the board.
Number of shares held in the Company	Nil
List of directorships held in other Companies *	Nil
Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year 2024-25 [Out of 4 (Four) held]	1
Terms and conditions of Appointment/ Re- appointment along with details of remuneration last drawn, if applicable	Liable to retire by rotation No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof
Details of Remuneration sought to be paid	Entitled to Sitting Fees for attending Meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time

^{*} Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies / chambers.





Registered Office: Birla Colony Bhiwani (Haryana)

CIN: U24299HR1962PLC007739 Email:- bhiwani@hindustangum.com Website:- www.hindustangum.com

Date:- 2nd July 2025 Place:- New Delhi By order of the Board of Directors For Hindustan Gum & Chemicals Limited

& CHEM

Ankur Khetan GM (Accounts & Finance) and Company Secretary Membership No.- ACS45384

Route Map to "Hindustan Gum & Chemicals Limited', Birla Colony, Bhiwani - 127021

