HEG GRAPHITE LIMITED
CIN: U23994MP2024PLC071568

Regd. Off: C/o HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046
Phone: 91-120-4390300; **E-mail:** manish.gulati@lnjbhilwara.com

NOTICE
SECOND ANNUAL GENERAL MEETING

Notice is hereby given that Second Annual General Meeting ("AGM") of the members of the HEG Graphite Limited will be held on Monday, 25th May, 2026 at 10:00 A.M. at the Registered Office of the Company at C/o HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep, MP - 462046. The following businesses will be transacted at the AGM:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 and report of Board of Directors and Auditors thereon.**

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

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026, the Reports of the Board of Directors and Auditors thereon as circulated to the Members and laid before the meeting, be considered, received and adopted."

2. **To appoint a director in place of Shri Manish Gulati (DIN: 08697512) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time ("Act"), Shri Manish Gulati (DIN: 08697512) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Place: Noida (U.P.)
Date: 24th April, 2026

By Order of the Board of Directors
For HEG Graphite Limited

Manish Gulati
(Director)
DIN: 08697512

Registered Office:
C/O HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046
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Phone: 91-120-4390300

Notes:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing a proxy must be deposited with the company at its registered office, not less than 48 hours before the commencement of the meeting.

2. A person can act as a proxy, on behalf of not more than fifty members, holding in aggregate not more than ten percent of the total share capital of the company, carrying voting rights. Members holding more than ten percent of the total share capital of the company, carrying voting rights may appoint a single person as a proxy, who shall not act as a proxy for any other member.

3. The Company will send the correspondence and documents including Annual Report etc. in the mode prescribed under the Companies Act, 2013 and rule thereto.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. The information regarding the Directors who are proposed to be appointed, as required to be provided under Secretarial Standard on General Meetings issued, is annexed hereto. The Directors have furnished consent/ declaration for his appointment / re-appointment as required under the Companies Act, 2013 and Rules made thereunder.

7. The notice is being sent to all members, whose names appear on the Register of Members/List of beneficial owners.

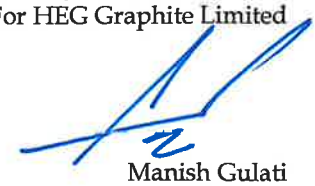
8. Since the Company is Wholly-Owned Subsidiary of HEG Limited and all shares issued by the Company is in Dematerialised form, hence there is no need for closure of Register of Members under Section 91 of Companies Act, 2013 and rule thereto.

9. The relevant paper and document in this Notice and the Explanatory Statement are available at the registered office and corporate office of the Company and are open for inspection by all persons who are eligible and like to inspect the same.

10. The route map of the address of the 2nd Annual General Meeting is also annexed hereto.

Place: Noida (U.P.)
Date: 24th April, 2026

By Board of Directors
For HEG Graphite Limited



Manish Gulati
(Director)
DIN: 08697512

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Annexure- I to the Notice of Annual General Meeting

Information pursuant to Secretarial Standard on General Meetings (SS-2) regarding seeking appointment/ re-appointment of Directors is given hereunder:

S. No.	Name of Director	Shri Manish Gulati
1	Category of Directorship	Director
2	DIN	08697512
3	Date of Birth	29-07-1969
4	Age	56
5	Date of first appointment on the Board	10th June, 2024
6	Qualification Experience	Shri Manish Gulati holds a Bachelor of Science (Statistics) degree from Agra University, a Bachelor of Engineering in Electronics from Pune University and a Master of Business Administration (Marketing and Finance) from the Faculty of Management Studies (FMS), Delhi University. He has been associated with HEG Limited (Demerged Company) for more than three decades and has acquired extensive experience across various functions of the business. Beginning his career in marketing, he developed an in-depth understanding of customer requirements, product applications, quality management, customer service and production planning. Pursuant to the Scheme of Arrangement, the graphite business of HEG Limited will be transferred to HEG Graphite Limited. Shri Manish Gulati has been closely associated with the graphite business and has played an important role in the growth and development of the business over the years. He was appointed as Chief Operating Officer and Chief Marketing Officer of HEG Limited in February 2019. Having accumulated extensive knowledge and experience in operations, technical processes, projects, power plant operations, human resources and research and development, in addition to his core strengths in marketing and commercial functions, he was inducted onto the Board and appointed as Executive Director of the HEG Limited. During his tenure as Executive Director of HEG Limited, he has played an important role in the successful execution of the Company's expansion project of approximately ₹1,200 crore, expansion of the specialty business, improvement of plant performance parameters in line with industry best practices, implementation of organizational initiatives, strengthening employee engagement and alignment with organizational objectives, and maintaining effective control over costs and expenditures. He has also actively contributed to the Demerged Company corporate social responsibility initiatives, including support for programmes such as Akshaya

		Patra, development of educational infrastructure for communities around the plant and other social welfare initiatives. He has additionally maintained effective relationships with various levels of the Government of Madhya Pradesh.
7	No. of other Directorships in Public Limited Companies	HEG Limited
8	Number of Board Meetings attended during the year	4/4
9	Chairman/Member of the Committees of the Board of Directors of the other Companies.	-
	Audit Committee	-
	Stakeholder Relationship Committee	-
	Nomination and Remuneration Committee	-
	Risk Management Committee	-
	CSR Committee	Member
10	Details of remuneration sought to be paid and the remuneration last drawn*	NIL
11	Relationship with Other Directors, Manager and Key Managerial Personnel	Shri Manish Gulati is not related to any Director
12	No of Equity Shares held in the Company	Hold 5 shares as Nominee of HEG Limited
13	Terms and conditions of appointment or re- appointment	Director, Liable to retire by rotation

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ATTENDANCE SLIP

2nd Annual General Meeting

Folio No/ DP ID - Client ID .....

No. of Shares held.....

Full name of shareholder

MANISH GULATI

Full name of Proxy / Representative

.....

I hereby record my presence at the 2nd Annual General Meeting of the Company to be held on Monday, 25th May, 2026 at 10:00 A.M. at the Registered Office of the Company at C/O HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046.

Signature of the shareholder / proxy / representative*

.....

Note: Please fill in this attendance slip and hand over at the entrance of the Meeting hall.

** Strike out whichever is not applicable.*

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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

Email Id:

Folio No:

I/We, being the member (s) of..... Shares of the above named Company, hereby appoint:

1. Name: ..... Address:
.....
...E-mail
Id:.....Signature.....
....., or failing him / her

2. Name: ..... Address:
.....
.....E-mail
Id:.....Signature.....
....., or failing him / her

3. Name: ..... Address:
.....
..... E-mail
Id:.....Signature.....
....., or failing him/ her,

as my proxy to attend and vote (on a poll) for me and on my behalf at the 2nd Annual General Meeting of the Company, to be held on Monday, the 25th May, 2026 at 10:00 A.M. at the Registered Office of the Company at C/o HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046 and at any adjournment thereof in respect of such resolutions as are indicated below:

(*Optional)

Resolution Number	Resolution	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 and report of Board of Directors and Auditors thereon.		

2	To Appoint a director in place of Shri Manish Gulati (DIN: 08697512) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		

Signed this.....day of.....2026.

....

Affix Revenue Stamp

Signature of shareholder Signature of Proxy holder(s)

NOTE:

1. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

2. *For the Resolutions and Notes, please refer to the Notice of the 2nd Annual General Meeting.*

3. **It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For" or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*

ROUTE MAP

2nd Annual General Meeting of the Company, to be held on Monday, the 25th May, 2026 at 10:00 A.M. at the Registered Office of the Company at C/O HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep, MP 462046.

Route Map is attached below:

