HEG GRAPHITE LIMITED

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") (Meeting No 3/2026- 2027) of the members of the HEG Graphite Limited will be held on Tuesday, 11th August, 2026 at 10:30 A.M. at, Bhilwara Towers-1, A-12, Sector -1, Noida 201301, U.P. at a shorter notice. The following business will be transacted at the EGM:

SPECIAL BUSINESS:

1. **TO APPOINT SHRI RAVI JHUNJHUNWALA (DIN: 00060972) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act,2013 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Shri Ravi Jhunjhunwala (DIN: 00060972), who has furnished his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, not liable to retire by rotation, with effect from the date of this General Meeting.

RESOLVED FURTHER THAT any Director or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

2. **TO APPOINT SHRI RIJU JHUNJHUNWALA (DIN: 00061060) AS A VICE CHAIRMAN AND NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act,2013 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Shri Riju Jhunjhunwala (DIN: 00061060), who has furnished his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Vice Chairman and Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from date of this General Meeting.

RESOLVED FURTHER THAT Shri Riju Jhunjhunwala shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by him for participation in such meetings, including incidental expenses, on actual basis, as approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

3. **TO APPOINT SHRI SHEKHAR AGARWAL (DIN: 00066113) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act,2013 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Shri Shekhar Agarwal (DIN: 00066113), who has furnished his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this General Meeting.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for continuation of the directorship of Shri Shekhar Agarwal (DIN: 00066113) as a Non-Executive Non-Independent Director of the Company beyond the age of seventy-five (75) years, notwithstanding that he shall attain the age of seventy-five (75) years during the financial year 2027-28, during his tenure as a Director of the Company.

RESOLVED FURTHER THAT Shri Shekhar Agarwal shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by him for participation in such meetings, including incidental expenses, on actual basis, as approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT any Director or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

4. **TO APPOINT DR. KAMAL GUPTA (DIN: 00038490) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Dr. Kamal Gupta (DIN: 00038490), who has furnished his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this General Meeting.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for continuation of the directorship of Dr. Kamal Gupta (DIN: 00038490) as a Non-Executive Non-Independent Director of the Company beyond the age of seventy-five (75) years, notwithstanding that he has attained the age of seventy-five (75) years during his tenure as a Director of the Company.

RESOLVED FURTHER THAT Dr. Kamal Gupta shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by him for participation in such meetings, including incidental expenses, on actual basis, as approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws

RESOLVED FURTHER THAT any Director or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

5. **TO APPOINT DR. NAND GOPAL KHAITAN (DIN: 00020588) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Dr. Nand Gopal Khaitan (DIN: 00020588), who has furnished his consent to act as a Director of the Company, submitted the declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term commencing from the date of this General Meeting and ending on August 12, 2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for the appointment and continuation of the directorship of Dr. Nand Gopal Khaitan (DIN: 00020588) as a Non-Executive Independent Director of the Company, notwithstanding that he has attained the age of seventy-five (75) years, for the aforesaid term ending on August 12, 2029.

RESOLVED FURTHER THAT Dr. Nand Gopal Khaitan shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by him for participation in such meetings, including incidental expenses, on actual basis, as

approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

6. TO APPOINT SHRI SANDIP SOMANY (DIN: 00053597) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Shri Sandip Somany (DIN: 00053597), who has furnished his consent to act as a Director of the Company, submitted the declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term commencing from the date of this General Meeting and ending on August 12, 2029.

RESOLVED FURTHER THAT Shri Sandip Somany (DIN: 00053597) shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by him for participation in such meetings, including incidental expenses, on actual basis, as approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

7. TO APPOINT SHRI PRIYA SHANKAR DASGUPTA (DIN: 00012552) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Shri Priya Shankar Dasgupta (DIN: 00012552), who has furnished his consent to act as a Director of the Company, submitted the declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term commencing from the date of this General Meeting and ending on August 12, 2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for the appointment and continuation of the directorship of Shri Priya Shankar Dasgupta (DIN: 00012552) as a Non-Executive Independent Director of the Company, notwithstanding that he would attain the age of seventy-five (75) years, for the aforesaid term ending on August 12, 2029.

RESOLVED FURTHER THAT Shri Priya Shankar Dasgupta shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by him for participation in such meetings, including incidental expenses, on actual basis, as approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

8. **TO APPOINT SHRI JAYANT DAVAR (DIN: 00100801), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Shri Jayant Davar (DIN: 00100801), who has furnished his consent to act as a Director of the Company, submitted the declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 13, 2029.

RESOLVED FURTHER THAT Shri Jayant Davar (DIN: 00100801) shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by him for participation in such meetings, including incidental expenses, on actual basis, as approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

9. **TO APPOINT SHRI SATISH CHAND MEHTA (DIN: 02460558) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable

laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Shri Satish Chand Mehta (DIN: 02460558), who has furnished his consent to act as a Director of the Company, submitted the declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of

Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 10, 2031.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for the appointment and continuation of the directorship of Shri Satish Chand Mehta (DIN: 02460558) as a Non-Executive Independent Director of the Company, notwithstanding that he would attain the age of seventy-five (75) years, for the aforesaid term ending on August 10, 2031.

RESOLVED FURTHER THAT Shri Satish Chand Mehta shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by him for participation in such meetings, including incidental expenses, on actual basis, as approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

10. <u>TO APPOINT SMT. VINITA SINGHANIA (DIN: 00042983) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.</u>

To consider and if thought fit to pass the following resolution with or without modification as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and statutory provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, Smt. Vinita Singhania (DIN: 00042983), who has furnished her consent to act as a Director of the Company, submitted the declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by

virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 10, 2031.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for the appointment and continuation of the directorship of Smt. Vinita Singhania (DIN: 00042983) as a Non-Executive Independent Director of the Company, notwithstanding that she has attained the age of seventy-five (75) years, during the aforesaid term ending on August 10, 2031.

RESOLVED FURTHER THAT Smt. Vinita Singhania shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred by her for participation in such meetings, including incidental expenses, on actual basis, as approved by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

Place: Noida (U.P.)
Date: 10th August, 2026

By Board of Directors
For HEG Graphite Limited

Manish Gulati
Director
DIN: 08697512

HEG GRAPHITE LIMITED * NOIDA *

HEG GRAPHITE LIMITED

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NOTES:

1. This Meeting is convened at Shorter Notice with the consent of requisite majority of shareholders pursuant to Section 101(1) of the Companies Act, 2013 and Rules made thereunder.
2. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the Extra Ordinary General Meeting ("EGM") is annexed hereto.
3. **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 or corporate office, at least 2 hours before the commencement of the meeting.
4. 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.
5. The Company will send the correspondence and documents etc. in the mode prescribed under the Companies Act, 2013 and rule thereto.
6. During the period beginning issuance of this notice 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.
7. 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.
8. The notice is being sent to all members, whose names appear on the Register of Members/ List of beneficial owners.
9. Since the Company is Wholly Owned Subsidiary of HEG Limited and all shares issued by the Company is in Dematerialized form, hence there is no need for closure of Register of Members under Section 91 of Companies Act, 2013 and rule thereto.
10. 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.
11. The route map of the address of the Extra Ordinary General Meeting is also annexed hereto.

HEG GRAPHITE LIMITED
CIN: U23994MP2024PLC071568

Corporate Office:
Bhilwara Towers, A-12, Sector – 1,
Noida – 201301 (NCR-Delhi), India
Tele.: +91 120-4390300 (EPABX)
Fax.: 91-120-4277841

Registered Office:
C/o HEG Limited, NH-12, Dist. Raisen Near Bhopal,
Mandideep, Bhopal, Huzur Madhya Pradesh, India,
462046
Tel.: +91-7480-405500, 233524 to 233527
Fax: + 917480-233522

E- Mail: investor.heggraphite@lnjbhilwara.com

HEG GRAPHITE LIMITED

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

ITEM NO. 1

Pursuant to the Composite Scheme of Arrangement involving, inter alia, the demerger of the Graphite Business of HEG Limited ("HEG") into the Company, the Graphite Business of HEG has been transferred to and vested in the Company in accordance with the terms of the Scheme. In connection with the constitution of the Board of Directors of the Company consequent upon the demerger, it is proposed to appoint Shri Ravi Jhunjhunwala (DIN: 00060972) as a Non-Executive, Non-Independent Director of the Company, not liable to retire by rotation.

Shri Ravi Jhunjhunwala holds a Bachelor of Commerce (Honours) degree (1976 batch) from Hindu College and a Master of Business Administration in Corporate Finance from the Centre D'Etudes Industrielles (CEI), Geneva (1980-81). He has been associated with HEG Limited since 1979, when he was inducted onto the Board of Directors of the Company. He was appointed as Managing Director in 1989 and subsequently assumed the position of Chairman in 1996. Under his leadership and guidance, HEG Limited has achieved significant growth and strengthened its position as a leading player in the graphite industry

Shri Ravi Jhunjhunwala has been associated with HEG for several decades and has considerable knowledge of the business and affairs of HEG, including its Graphite Business. In view of his qualifications, experience, expertise and familiarity with the Graphite Business, the Board is of the opinion that his association would provide valuable guidance and continuity to the Company following the demerger and would be beneficial to the Company.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026, recommended the appointment of Shri Ravi Jhunjhunwala as a Non-Executive Non-Independent Director of the Company, not liable to retire by rotation, with effect from the date of this General Meeting.

Shri Ravi Jhunjhunwala has furnished his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

The requisite disclosures and declarations received from Shri Ravi Jhunihunwala, including his consent to act as a Director and confirmation regarding his eligibility and non-disqualification, are available for inspection by the Members in accordance with applicable law. The information and disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings **and** Regulation 36(3)

of the SEBI Listing Regulations read with Schedule V thereto, as applicable, are provided in Annexure-A forming part of this Notice.

Shri Ravi Jhunjhunwala and Shri Riju Jhunjhunwala, Director being relative are interested. Their relatives to the extent of their shareholding are concerned or interested in the said resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way, concerned or interested financially or otherwise in the Resolution set out in Item No. 1

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2

Pursuant to the Composite Scheme of Arrangement involving, inter alia, the demerger of the Graphite Business of HEG Limited ("HEG") into the Company, the Graphite Business of HEG has been transferred to and vested in the Company in accordance with the terms of the Scheme. In connection with the constitution of the Board of Directors of the Company consequent upon the demerger, it is proposed to appoint Shri Riju Jhunjhunwala (DIN: 00061060) as a Vice Chairman and Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Shri Riju Jhunjhunwala 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 serves as the Chairman and Managing Director of RSWM Limited and as the Managing Director of Bhilwara Energy Limited. He possesses extensive leadership and business management experience and has contributed significantly to the growth and development of various businesses within the Group. Shri Riju Jhunjhunwala has also been actively associated with various industry and social organizations. He has served as the President of the Entrepreneurs' Organization (Delhi Chapter), among other associations. He is an avid reader of history and biographies and has a keen interest in general affairs and public policy matters.

Shri Riju Jhunjhunwala has been associated with HEG for last 17 years and has considerable knowledge of the business and affairs of HEG, including its Graphite Business. In view of his qualifications, experience, expertise and familiarity with the Graphite Business, the Board is of the opinion that his association would provide valuable guidance and continuity to the Company following the demerger and would be beneficial to the Company.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026, recommended the appointment of Shri Riju Jhunjhunwala as a Vice Chairman and Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this General Meeting.

Shri Riju Jhunjhunwala has furnished his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Shri Riju Jhunjhunwala shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred in connection with participation in such meetings, as may be determined by the Board from time to time, in accordance with the Act, the SEBI Listing Regulations and other applicable laws.

The requisite disclosures and declarations received from Shri Riju Jhunjhunwala, including his consent to act as a Director and confirmation regarding his eligibility and non-disqualification, are available for inspection by the Members in accordance with applicable law. The information and disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) of the SEBI Listing Regulations read with Schedule V thereto, as applicable, are provided in Annexure-B forming part of this Notice.

Shri Riju Jhunjhunwala and Shri Ravi Jhunjhunwala, Director being a relative are interested .Their relatives to the extent of their shareholding are concerned or interested in the said resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way, concerned or interested financially or otherwise in the Resolution set out in Item No. 2.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

ITEM NO. 3

Pursuant to the Composite Scheme of Arrangement involving, inter alia, the demerger of the Graphite Business of HEG Limited ("HEG") into the Company, the Graphite Business of HEG has been transferred to and vested in the Company in accordance with the terms of the Scheme. In connection with the constitution of the Board of Directors of the Company consequent upon the demerger, it is proposed to appoint Shri Shekhar Agarwal (DIN: 00066113) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

Shri Shekhar Agarwal holds a B.Tech. degree in Mechanical Engineering from the Indian Institute of Technology, Kanpur and a Master of Science degree in Industrial & Systems Engineering from the Illinois Institute of Technology, Chicago, USA. He has over 47+ years of experience in the textile and manufacturing sectors and possesses extensive experience in industry, business strategy, manufacturing, corporate management and governance.

Shri Shekhar Agarwal has been associated with HEG for three decades and has considerable knowledge of the business and affairs of HEG, including its Graphite Business. In view of his qualifications, experience, expertise and familiarity with the Graphite Business, the Board is of the opinion that his association would provide valuable guidance and continuity to the Company following the demerger and would be beneficial to the Company.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026, recommended the appointment of Shri Shekhar Agarwal as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this General Meeting.

Shri Shekhar Agarwal has furnished his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Further, Shri Shekhar Agarwal shall attain the age of seventy-five (75) years during the financial year 2027-28. Pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is required for appointment or continuation of a Non-Executive Director who has attained the age of seventy-five years. Accordingly, approval of the Members is also being sought for continuation of his directorship as a Non-Executive, Non-Independent Director beyond the age of seventy-five (75) years, in accordance with the applicable provisions of the SEBI Listing Regulations.

Shri Shekhar Agarwal shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred in connection with participation in such meetings, as may be determined by the Board from time to time, in accordance with the Act, the SEBI Listing Regulations and other applicable laws.

The requisite disclosures and declarations received from Shri Shekhar Agarwal, including his consent to act as a Director and confirmation regarding his eligibility and non-disqualification, are available for inspection by the Members in accordance with applicable law. The information and disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) of the SEBI Listing Regulations read with Schedule V thereto, as applicable, are provided in Annexure-C forming part of this Notice.

Except Shri Shekhar Agarwal and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4

Pursuant to the Composite Scheme of Arrangement involving, inter alia, the demerger of the Graphite Business of HEG Limited ("HEG") into the Company, the Graphite Business of HEG has been transferred to and vested in the Company in accordance with the terms of the Scheme. In connection with the constitution of the Board of Directors of the Company consequent upon the demerger, it is proposed to appoint Dr. Kamal Gupta (DIN: 00038490) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Dr. Kamal Gupta has qualified Chartered Accountancy and Cost Management Accountancy and also holds Ph.D. in Business Management. He was earlier a Technical Director of the Institute of Chartered Accountants of India and was responsible for all technical and research activities of the Institute. In particular he was instrumental in introducing accounting and auditing standards in India. He has represented India on various international professional bodies. He has also been senior technical advisor in a Big4 multinational accounting, auditing and consultancy firm of chartered accountants. Dr. Gupta has expertise in the areas of Finance, Accounting and Corporate Laws and is at present a freelance consultant in these areas. He is also the renowned author of various books on Auditing and Company Law. He has also been a faculty and speaker at a large number of national and international seminars and programmes.

Dr. Kamal Gupta has been associated with HEG for several decades and has considerable knowledge of the business and affairs of HEG, including its Graphite Business. In view of his qualifications, experience, expertise and familiarity with the Graphite Business, the Board is of the opinion that his association would provide valuable guidance and continuity to the Company following the demerger and would be beneficial to the Company.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026 recommended the appointment of Dr. Kamal Gupta as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this General Meeting.

Dr. Kamal Gupta has furnished his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Further, Dr. Kamal Gupta has attained the age of seventy-five (75) years. Pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is required for appointment or continuation of a Non-Executive Director who has attained the age of seventy-five years. Accordingly, approval of the Members is also being sought for continuation of his directorship as a Non-Executive, Non-Independent Director beyond the age of seventy-five (75) years, in accordance with the applicable provisions of the SEBI Listing Regulations.

Dr. Kamal Gupta shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred in connection

with participation in such meetings, as may be determined by the Board from time to time, in accordance with the Act, the SEBI Listing Regulations and other applicable laws.

The requisite disclosures and declarations received from Dr. Kamal Gupta, including his consent to act as a Director and confirmation regarding his eligibility and non-disqualification, are available for inspection by the Members in accordance with applicable law. The information and disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) of the SEBI Listing Regulations read with Schedule V thereto, as applicable, are provided in Annexure-D forming part of this Notice.

Except Dr. Kamal Gupta and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

Pursuant to the Composite Scheme of Arrangement amongst HEG Limited ("Demerged Company" or "HEG") and HEG Graphite Limited ("Company" or "Resulting Company") and Bhilwara Energy Limited ("Transferor Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme"), the Graphite Business *(as defined in the Scheme)* of HEG is proposed to be transferred to and vested in the Company in accordance with the terms of the Scheme.

To ensure continuity of participation on the Board and enable the Company to benefit from Dr. Nand Gopal Khaitan's extensive experience and knowledge, including in relation to the Graphite Business, it is proposed that Dr. Khaitan be appointed as an Independent Director of the Company for a term corresponding to his remaining tenure in the Demerged Company, i.e., up to August 12, 2029. Accordingly, in connection with the constitution of the Board of Directors of the Company pursuant to the demerger, the Members are requested to consider and approve the appointment of Dr. Nand Gopal Khaitan (DIN: 00020588) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term commencing from the date of this General Meeting and ending on August 12, 2029.

Dr. Nand Gopal Khaitan was appointed as a Non-Executive Independent Director of HEG for a first term commencing from August 13, 2024, and ending on August 12, 2029. Pursuant to the demerger of the Graphite Business of HEG into the Company, it is proposed that Dr. Nand Gopal Khaitan be appointed as a Non-Executive Independent Director of the Company for the corresponding period up to August 12, 2029, thereby providing continuity in the composition and governance of the Board following the demerger.

Dr. Nand Gopal Khaitan has furnished his consent to act as a Director pursuant to Section 152 of the Act. He has also furnished declarations confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is not disqualified from being appointed as a Director under Section 164 of the Act. Further, he has confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Dr. Nand Gopal Khaitan is an Attorney-at-Law, Advocate and Notary Public. He passed the Attorneyship Examination from the Calcutta High Court in 1974, securing the first position in the Preliminary, Intermediate and Final Examinations. He was awarded various distinctions and prizes for his performance in the Attorneyship Examinations. He is practising as an Attorney and Advocate before the Hon'ble Calcutta High Court and the Hon'ble Supreme Court of India and is a Senior Partner of Khaitan & Co. He has extensive experience in the legal profession, corporate matters, Board procedures and corporate governance.

The Board, after considering his integrity, independence, distinguished professional standing, extensive legal expertise, governance experience and ability to provide objective and independent judgment, is satisfied that Dr. Nand Gopal Khaitan fulfils the conditions specified under the Act and the applicable provisions of the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management.

Dr. Nand Gopal Khaitan has considerable experience in corporate laws, governance, regulatory matters, Board procedures and strategic advisory. In view of his extensive professional experience, legal expertise and familiarity with the affairs of HEG, the Board is of the opinion that his association with the Company following the demerger would provide valuable guidance, independent oversight and continuity to the Board and would be beneficial to the Company and its stakeholders.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026, recommended the appointment of Dr. Nand Gopal Khaitan as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 12, 2029.

Dr. Nand Gopal Khaitan has already attained the age of seventy-five (75) years. The equity shares of the Company are proposed to be listed on the National Stock Exchange of India Limited and BSE Limited (collectively, the "Stock Exchanges") upon effectiveness of the Scheme. In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect by the Members. Accordingly, in view of the proposed listing of the equity shares of the Company and to ensure compliance with the applicable requirements of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is being sought for his appointment and continuation as a Non-Executive Independent Director of the Company notwithstanding that he has attained the age of seventy-five (75) years, for the term ending on August 12, 2029.

Considering his extensive professional experience, legal expertise, governance knowledge and ability to provide independent and objective advice, the Board is of the view that his continued association with the Company would be in the best interests of the Company and its stakeholders.

Dr. Nand Gopal Khaitan shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred for participation in such meetings, including incidental expenses, on actual basis, as may be determined by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

The disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) read with Schedule V of the SEBI Listing Regulations, as applicable, are set out in the Annexure-E forming part of this Notice.

Except Dr. Nand Gopal Khaitan and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

Pursuant to the Composite Scheme of Arrangement amongst HEG Limited ("Demerged Company" or "HEG") and HEG Graphite Limited ("Company" or "Resulting Company") and Bhilwara Energy Limited ("Transferor Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme"), the Graphite Business *(as defined in the Scheme)* of HEG is proposed to be transferred to and vested in the Company in accordance with the terms of the Scheme.

To ensure continuity of participation on the Board and enable the Company to benefit from Shri Sandip Somany's extensive experience and knowledge, including in relation to the Graphite Business, it is proposed that Shri Sandip Somany be appointed as an Independent Director of the Company for a term corresponding to his remaining tenure in the Demerged Company, i.e., up to August 12, 2029. Accordingly, in connection with the constitution of the Board of Directors of the Company pursuant to the demerger, the Members are requested to consider and approve the appointment of Shri Sandip Somany (DIN: 00053597) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 12, 2029.

Shri Sandip Somany was appointed as a Non-Executive Independent Director of HEG for a term commencing from August 13, 2024, and ending on August 12, 2029. Pursuant to the demerger of the Graphite Business of HEG into the Company, it is proposed that Shri Sandip Somany be appointed as

a Non-Executive Independent Director of the Company for the corresponding period up to August 12, 2029, thereby providing continuity in the composition and governance of the Board following the demerger.

Shri Sandip Somany has furnished his consent to act as a Director pursuant to Section 152 of the Act. He has also furnished declarations confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is not disqualified from being appointed as a Director under Section 164 of the Act. Further, he has confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Shri Sandip Somany is the Chairman of Somany Impresa Group, one of India's leading conglomerates. He is the Former President of the Federation of Indian Chambers of Commerce and Industry (FICCI), and Past-President of International Chamber of Commerce (Head Quarter in Paris) India Chapter. He has been the youngest President in the history of PHD Chamber of Commerce and Industry (PHDCCI) in 2012. He is the current Chairman of the Indian Council of Sanitaryware, Manufacturers (INCOSAMA), and was also a member of the Governing Council of All India Glass Manufacturers Association. He is also a Member of the Delhi Chapter of Young Presidents Organisation (YPO) for over 23 years.

The Board, after considering his integrity, independence, distinguished professional standing, governance experience and ability to provide objective and independent judgment, is satisfied that Shri Sandip Somany fulfils the conditions specified under the Act and the applicable provisions of the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management.

Shri Sandip Somany has considerable experience in corporate laws, governance, regulatory matters, Board procedures and strategic advisory. In view of his extensive professional experience, legal expertise and familiarity with the affairs of HEG, the Board is of the opinion that his association with the Company following the demerger would provide valuable guidance, independent oversight and continuity to the Board and would be beneficial to the Company and its stakeholders.

Accordingly, the Board of Directors, at its meeting held on August 10,2026, recommended the appointment of Shri Sandip Somany as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 12, 2029.

Considering his extensive professional experience, governance knowledge and ability to provide independent and objective advice, the Board is of the view that his continued association with the Company would be in the best interests of the Company and its stakeholders.

Shri Sandip Somany shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred for

participation in such meetings, including incidental expenses, on actual basis, as may be determined by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

The disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) read with Schedule V of the SEBI Listing Regulations, as applicable, are set out in the Annexure-F forming part of this Notice.

Except Shri Sandip Somany and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

Pursuant to the Composite Scheme of Arrangement amongst HEG Limited ("Demerged Company" or "HEG") and HEG Graphite Limited ("Company" or "Resulting Company") and Bhilwara Energy Limited ("Transferor Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme"), the Graphite Business *(as defined in the Scheme)* of HEG is proposed to be transferred to and vested in the Company in accordance with the terms of the Scheme.

To ensure continuity of participation on the Board and enable the Company to benefit from Shri Priya Shankar Dasgupta's extensive experience and knowledge, including in relation to the Graphite Business, it is proposed that Shri Priya Shankar Dasgupta be appointed as an Independent Director of the Company for a term corresponding to his remaining tenure in the Demerged Company, i.e., up to August 12, 2029. Accordingly, in connection with the constitution of the Board of Directors of the Company pursuant to the demerger, the Members are requested to consider and approve the appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term commencing from the date of this General Meeting and ending on August 12, 2029.

Shri Priya Shankar Dasgupta was appointed as a Non-Executive Independent Director of HEG for a term commencing from August 13, 2024, and ending on August 12, 2029. Pursuant to the demerger of the Graphite Business of HEG into the Company, it is proposed that Shri Priya Shankar Dasgupta be appointed as a Non-Executive Independent Director of the Company for the corresponding period up to August 12, 2029, thereby providing continuity in the composition and governance of the Board following the demerger.

Shri Priya Shankar Dasgupta has furnished his consent to act as a Director pursuant to Section 152 of the Act. He has also furnished declarations confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is not disqualified from being appointed as a Director under Section 164 of the Act. Further, he has confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Shri Priya Shankar Dasgupta specializes in structuring and negotiation of Joint Ventures, Mergers and Acquisitions transactions (both inbound and outbound), Private Equity, Foreign Collaborations & devising entry strategies. He routinely counsels on Corporate Laws, Foreign Exchange, Antitrust and Mercantile Laws, Project Contracts, Construction Contracts including Telecom and other Infrastructure Projects and Financing Contracts, Specialized Corporate Litigation, Domestic and International Arbitrations. He, along with his Partner, has also forayed into the education sector through DPS Jodhpur and based on its success brought the DPS brand into UAE as DPS Sharjah and DPS Dubai. All the three schools, today in aggregate have more than 15,000 students and are running very successfully. He also served as a director on the board of various national & multinational clients doing business in India viz., Timken India Limited, Cummins India Limited, Snap-on Tools Pvt. Ltd., Bhilwara Technical Textiles Limited, RSWM Limited etc. He takes up both legal and business advisory role across various industries like Cement, Renewable energy, HealthCare, Automobiles, Manufacturing, Textile, UAVs, Engine, Bearings etc.

The Board, after considering his integrity, independence, distinguished professional standing, extensive legal expertise, governance experience and ability to provide objective and independent judgment, is satisfied that Shri Priya Shankar Dasgupta fulfils the conditions specified under the Act and the applicable provisions of the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management.

Shri Priya Shankar Dasgupta has considerable experience in corporate laws, governance, regulatory matters, Board procedures and strategic advisory. In view of his extensive professional experience, legal expertise and familiarity with the affairs of HEG, the Board is of the opinion that his association with the company following the demerger would provide valuable guidance, independent oversight and continuity to the Board and would be beneficial to the Company and its stakeholders.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026, recommended the appointment of Shri Priya Shankar Dasgupta as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 12, 2029.

Shri Priya Shankar Dasgupta would attain the age of seventy-five (75) years. The equity shares of the Company are proposed to be listed on the National Stock Exchange of India Limited and BSE Limited (collectively, the "Stock Exchanges") upon effectiveness of the Scheme. In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect by the Members. Accordingly, in view of the proposed listing of the equity shares of the Company and to ensure compliance with the applicable requirements of

the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is being sought for his appointment and continuation as a Non-Executive Independent Director of the Company notwithstanding that he has attained the age of seventy-five (75) years, for the term ending on August 12, 2029.

Considering his extensive professional experience, legal expertise, governance knowledge and ability to provide independent and objective advice, the Board is of the view that his continued association with the Company would be in the best interests of the Company and its stakeholders.

Shri Priya Shankar Dasgupta shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred for participation in such meetings, including incidental expenses, on actual basis, as may be determined by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

The disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) read with Schedule V of the SEBI Listing Regulations, as applicable, are set out in the Annexure-G forming part of this Notice.

Except Shri Priya Shankar Dasgupta and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.7.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No.8

Pursuant to the Composite Scheme of Arrangement amongst HEG Limited ("Demerged Company" or "HEG") and HEG Graphite Limited ("Company" or "Resulting Company") and Bhilwara Energy Limited ("Transferor Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme"), the Graphite Business *(as defined in the Scheme)* of HEG is proposed to be transferred to and vested in the Company in accordance with the terms of the Scheme.

To ensure continuity of participation on the Board and enable the Company to benefit from Shri Jayant Davar extensive experience and knowledge, including in relation to the Graphite Business, it is proposed that Shri Jayant Davar be appointed as an Independent Director of the Company for a term corresponding to his remaining tenure in the Demerged Company, i.e., up to August 13, 2029. Accordingly, in connection with the constitution of the Board of Directors of the Company pursuant to the demerger, the Members are requested to consider and approve the appointment of Shri Jayant Davar (DIN: 00100801) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 13, 2029.

Shri Jayant Davar was appointed as a Non-Executive Independent Director of HEG Limited for a second term commencing from August 14, 2024, and ending on August 13, 2029. Pursuant to the demerger of the Graphite Business of HEG into the Company, it is proposed that Shri Jayant Davar be appointed as a Non-Executive Independent Director of the Company for the corresponding period up to August 13, 2029, thereby providing continuity in the composition and governance of the Board following the demerger.

Shri Jayant Davar has furnished his consent to act as a Director pursuant to Section 152 of the Act. He has also furnished declarations confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is not disqualified from being appointed as a Director under Section 164 of the Act. Further, he has confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Shri Jayant Davar is the Founder, Co-Chairman & Managing Director of Sandhar Technologies Limited. Shri Davar is a Mechanical Engineer and also an alumni of Harvard Business School. He has been conferred with the distinguished alumnus award by his High School (Springdales School, New Delhi) and his Engineering College (Thapar Institute of Engineering and Technology, Patiala). He has been actively involved in several professional bodies including of Govt. of India & Govt. of Haryana. He is also Past President of ACMA & Past Chairman of CII Northern Region and is also a member of Advisory Committee of Fraunhofer Gesellschaft, Germany. He was also a nominated member of the Governing Council VLFM Program, National Committee for Public Policy and Affirmative Action & Trade Fairs. Presently, he is on the Boards of several reputed companies, Training Institutions and Non-Government(social) organisations. Shri Jayant Davar has also been active in the space of start-up eco system, both as an investor and a strategic advisor, for the last twenty years.

The Board, after considering his integrity, independence, distinguished professional standing, extensive legal expertise, governance experience and ability to provide objective and independent judgment, is satisfied that Shri Jayant Davar fulfils the conditions specified under the Act and the applicable provisions of the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management.

Shri Jayant Davar has considerable experience in governance, regulatory matters, Board procedures and strategic advisory. In view of his extensive professional experience and familiarity with the affairs of HEG, the Board is of the opinion that his association with the Company following the demerger would provide valuable guidance, independent oversight and continuity to the Board and would be beneficial to the Company and its stakeholders.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026, recommended the appointment of Shri Jayant Davar as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 13, 2029.

Considering his extensive professional experience, legal expertise, governance knowledge and ability to provide independent and objective advice, the Board is of the view that his continued association with the Company would be in the best interests of the Company and its stakeholders.

Shri Jayant Davar shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred for participation in such meetings, including incidental expenses, on actual basis, as may be determined by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

The disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) read with Schedule V of the SEBI Listing Regulations, as applicable, are set out in the Annexure-H forming part of this Notice.

Except Shri Jayant Davar and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8.

The Board of Directors recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

Item No.9

Pursuant to the Composite Scheme of Arrangement amongst HEG Limited ("Demerged Company" or "HEG") and HEG Graphite Limited ("Company" or "Resulting Company") and Bhilwara Energy Limited ("Transferor Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme"), the Graphite Business *(as defined in the Scheme)* of HEG is proposed to be transferred to and vested in the Company in accordance with the terms of the Scheme.

In connection with the constitution of the Board of Directors of the Company pursuant to the demerger, the Members are requested to consider and approve the appointment of Shri Satish Chand Mehta (DIN: 02460558) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 10, 2031.

It is proposed that Shri Satish Chand Mehta be appointed as a Non-Executive Independent Director of the Company for the period up to August 10, 2031.

Shri Satish Chand Mehta has furnished his consent to act as a Director pursuant to Section 152 of the Act. He has also furnished declarations confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is not disqualified from being appointed as a Director under Section 164 of

the Act. Further, he has confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Ambassador Satish C. Mehta joined the Indian Foreign Service in 1983 and retired as Director General, Indian Council for Cultural Relations (ICCR) in September, 2015. Earlier, after serving in France, Ivor Coast and Italy, he was Political Advisor to UN Head of Mission in Haiti during UN Peace Keeping Operations in 1995-96. He served as Director to Prime Ministers Shri Atal Bihari Vajpayee and Shri I.K. Gujral in the Prime Minister's Office from 1997 to 1999 dealing with the strategic sector-External Affairs, Defence, Atomic Energy, Space, Information and Broadcasting and S&T. During July 1999 to July 2002 he was Political Counsellor in the Indian Mission to the United Nations in New York, from where he went as Deputy Chief of Mission in Tel Aviv from 2002-2005. He served as India's Consul General in Toronto from 2005- 2008 and as Joint Secretary (North) incharge of crucial neighbouring countries of Nepal and Bhutan in the Ministry of External Affairs from October 2008 until July, 2011. He was Indian Ambassador in Kuwait from July 2011 until November, 2013.

He is a member of the International Advisory Council of the Schulich Business School, YORK University, Toronto, one of the top business schools of the world.

The Board, after considering his integrity, independence, distinguished professional standing, governance experience and ability to provide objective and independent judgment, is satisfied that Shri Satish Chand Mehta fulfils the conditions specified under the Act and the applicable provisions of the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management.

Shri Satish Chand Mehta has considerable experience in governance, regulatory matters, Board procedures and strategic advisory. In view of his extensive professional experience, legal expertise and familiarity with the Graphite business, the Board is of the opinion that his association with the Company following the demerger would provide valuable guidance, independent oversight and continuity to the Board and would be beneficial to the Company and its stakeholders.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026, recommended the appointment of Shri Satish Chand Mehta as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of this General Meeting and ending on August 10, 2031.

Shri Satish Chand Mehta would attain the age of seventy-five (75) years. The equity shares of the Company are proposed to be listed on the National Stock Exchange of India Limited and BSE Limited (collectively, the "Stock Exchanges") upon effectiveness of the Scheme. In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect by the Members. Accordingly, in view of the proposed listing of the equity shares of the Company and to ensure compliance with the applicable requirements of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is being sought

for his appointment and continuation as a Non-Executive Independent Director of the Company notwithstanding that he has attained the age of seventy-five (75) years, for the term ending on August 10, 2031.

Considering his extensive professional experience, legal expertise, governance knowledge and ability to provide independent and objective advice, the Board is of the view that his continued association with the Company would be in the best interests of the Company and its stakeholders.

Shri Satish Chand Mehta shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred for participation in such meetings, including incidental expenses, on actual basis, as may be determined by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

The disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) read with Schedule V of the SEBI Listing Regulations, as applicable, are set out in the Annexure-I forming part of this Notice.

Except Shri Satish Chand Mehta and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item No. 10

Pursuant to the Composite Scheme of Arrangement amongst HEG Limited ("Demerged Company" or "HEG") and HEG Graphite Limited ("Company" or "Resulting Company") and Bhilwara Energy Limited ("Transferor Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme"), the Graphite Business *(as defined in the Scheme)* of HEG is proposed to be transferred to and vested in the Company in accordance with the terms of the Scheme.

In connection with the constitution of the Board of Directors of the Company pursuant to the demerger, the Members are requested to consider and approve the appointment of Smt. Vinita Singhania (DIN: 00042983) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term commencing from the date of this General Meeting and ending on August 10, 2031.

It is proposed that Smt. Vinita Singhania be appointed as a Non-Executive Independent Director of the Company for the period up to August 10, 2031.

Smt. Vinita Singhania has furnished her consent to act as a Director pursuant to Section 152 of the Act. She has also furnished declarations confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that she is not disqualified from being appointed as a Director under Section 164 of the Act. Further, she has confirmed that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Smt. Vinita Singhania is an Industrialist with diversified and rich business experience. She is the Chairman and Managing Director of JK Lakshmi Cement Ltd and has a very long experience of managing cement business in particular. She was the first woman to get elected as President of the Cement Manufacturers' Association for 2 years consecutively. She also headed the National Council for Cement and Building Materials. She was also an active member of the Inner Wheel Club of Delhi Midtown, the FICCI Ladies

Organization (she actively took part as a delegate to different countries like the USA, Germany, Iran, UK, Switzerland, etc.) and a host of social institutions. Smt. Singhania received numerous accolades for her exceptional contributions to the industry and the business world.

The Board, after considering her integrity, independence, distinguished professional standing, governance experience and ability to provide objective and independent judgment, is satisfied that Smt. Vinita Singhania fulfils the conditions specified under the Act and the applicable provisions of the SEBI Listing Regulations for appointment as an Independent Director and that she is independent of the management.

Smt. Vinita Singhania has considerable experience in governance, regulatory matters, Board procedures and strategic advisory. In view of her extensive professional experience the Board is of the opinion that her association with the Company following the demerger would provide valuable guidance, independent oversight and continuity to the Board and would be beneficial to the Company and its stakeholders.

Accordingly, the Board of Directors, at its meeting held on August 10, 2026, recommended the appointment of Smt. Vinita Singhania as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term commencing from the date of this General Meeting and ending on August 10, 2031.

Smt. Vinita Singhania has already attained the age of seventy-five (75) years. The equity shares of the Company are proposed to be listed on the National Stock Exchange of India Limited and BSE Limited (collectively, the "Stock Exchanges") upon effectiveness of the Scheme. In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five years unless a

Special Resolution is passed to that effect by the Members. Accordingly, in view of the proposed listing of the equity shares of the Company and to ensure compliance with the applicable requirements of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is being sought for her appointment and continuation as a Non-Executive Independent Director of the Company notwithstanding that she has attained the age of seventy-five (75) years, for the term ending on August 10, 2031.

Considering her extensive professional experience, governance knowledge and ability to provide independent and objective advice, the Board is of the view that her continued association with the Company would be in the best interests of the Company and its stakeholders.

Smt. Vinita Singhania shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of reasonable expenses incurred for participation in such meetings, including incidental expenses, on actual basis, as may be determined by the Board of Directors from time to time, in accordance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

The disclosures required pursuant to the provisions of the Act, Secretarial Standard-2 on General Meetings and Regulation 36(3) read with Schedule V of the SEBI Listing Regulations, as applicable, are set out in the Annexure-J forming part of this Notice.

Except Smt. Vinita Singhania and her relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10.

The Board of Directors recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

Place: Noida (U.P.)
Date: 10th August, 2026

By Board of Directors
For HEG Graphite Limited

Manish Gulati
Director
DIN: 08697512

HEG GRAPHITE LIMITED ★ NOIDA ★

HEG GRAPHITE LIMITED

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ATTENDANCE SLIP

Folio No/ DPID-Client ID..... No. of Shares held

.....

Full name of shareholder

.....

Full name of Proxy / Representative

.....

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Tuesday,11th August, 2026, at 10:30 A.M. at the Bhilwara Towers-1, A-12, Sector -1, Noida 201301.

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.*

.....

HEG GRAPHITE LIMITED
CIN: U23994MP2024PLC071568

Corporate Office:
Bhilwara Towers, A-12, Sector – 1,
Noida – 201301 (NCR-Delhi), India
Tele.: +91 120-4390300 (EPABX)
Fax.: 91-120-4277841

Registered Office:
C/o HEG Limited, NH-12, Dist. Raisen Near Bhopal,
Mandideep, Bhopal, Huzur Madhya Pradesh, India,
462046
Tel.: +91-7480-405500, 233524 to 233527
Fax: + 917480-233522

E- Mail: investor.heggraphite@lnjbhilwara.com

HEG GRAPHITE LIMITED

PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

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/DP ID and Client ID:

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

1. Name:.....
   Address:.....
   EmailId:.....
   Signature:....., or failing him /her

2. Name:.....
   Address:.....
   EmailId:.....
   Signature:....., or failing him /her

3. Name:.....
   Address:.....
   EmailId:.....
   Signature:.....

as my proxy to attend and vote (on a poll) for me and on my behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, 11th August 2026 at 10:30 A.M. at Bhilwara Towers-1, A-12, Sector -1, Noida 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

(*Optional)

Resolution Number	Resolution	For	Against
1.	TO APPOINT SHRI RAVI JHUNJHUNWALA AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY		
2.	TO APPOINT SHRI RIJU JHUNJHUNWALA AS A VICE CHAIRMAN AND NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY		

HEG GRAPHITE LIMITED

PROUD TO BE INDIAN
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3.	TO APPOINT SHRI SHEKHAR AGARWAL AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY		
4.	TO APPOINT DR. KAMAL GUPTA AS A NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY		
5.	TO APPOINT DR. NAND GOPAL KHAITAN AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
6.	TO APPOINT SHRI SANDIP SOMANY AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
7.	TO APPOINT SHRI PRIYA SHANKAR DASGUPTA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
8.	TO APPOINT SHRI JAYANT DAVAR AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
9.	TO APPOINT SHRI SATISH CHAND MEHTA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
10.	TO APPOINT SMT. VINITA SINGHANIA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		

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

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

HEG GRAPHITE LIMITED
CIN: U23994MP2024PLC071568

Corporate Office:
Bhilwara Towers, A-12, Sector – 1,
Noida – 201301 (NCR-Delhi), India
Tele.: +91 120-4390300 (EPABX)
Fax.: 91-120-4277841

Registered Office:
C/o HEG Limited, NH-12, Dist. Raisen Near Bhopal,
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462046
Tel.: +91-7480-405500, 233524 to 233527
Fax: + 917480-233522

E- Mail: investor.heggraphite@lnjbhilwara.com

HEG GRAPHITE LIMITED

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NOTE:

1. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at any time before the commencement of the Meeting.*

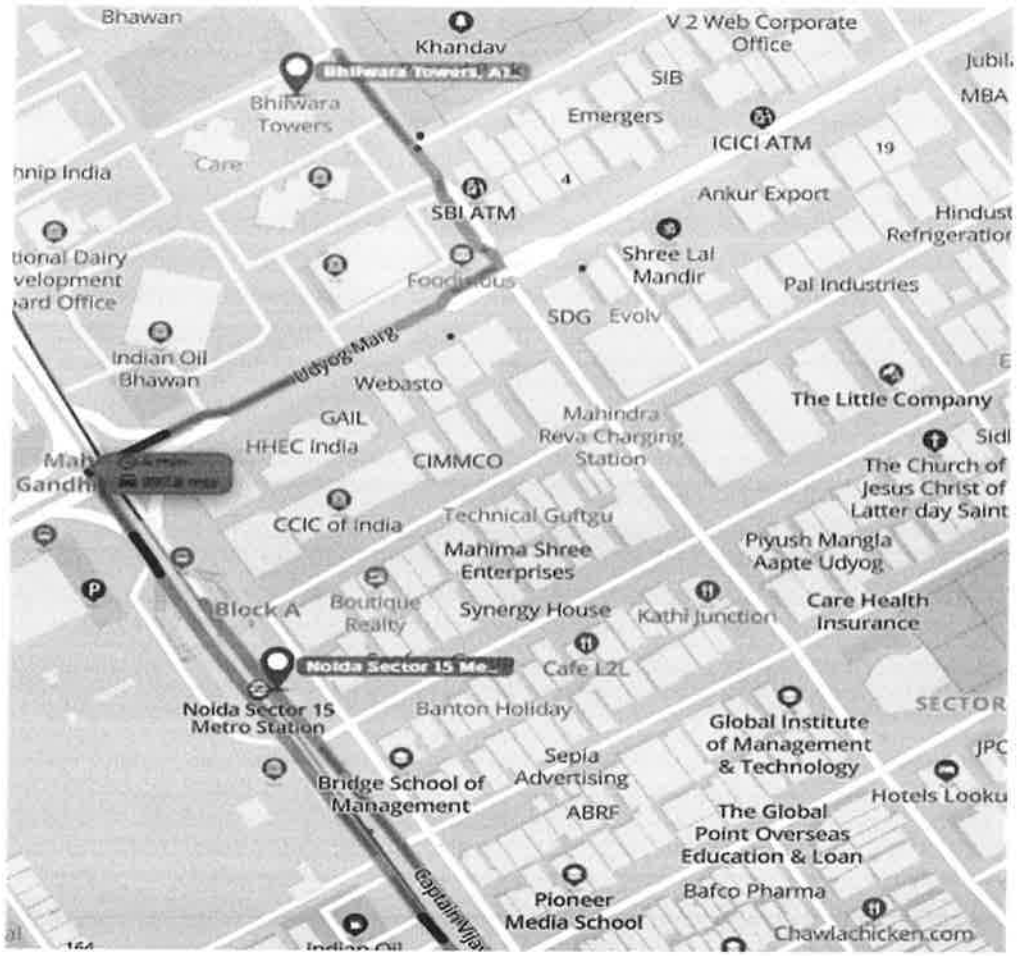
2. *For the Resolutions and Notes, please refer to the Notice of the Extra Ordinary General Meeting.*

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.*

HEG GRAPHITE LIMITED

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ROUTE MAP



HEG GRAPHITE LIMITED
CIN: U23994MP2024PLC071568

Corporate Office:
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