HEG GRAPHITE LIMITED
CIN: U23994MP2024PLC071568
Regd. Off: C/o HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046
Phone: 91-7480-405500, 233524 to 233527; **E-mail:** investor.heggraphite@lnjbhilwara.com

NOTICE

EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") (Meeting No 1/2026-2027) of the members of the HEG Graphite Limited will be held on Wednesday, 24th June, 2026 at 03:00 P.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 INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION**

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of Board of Directors, approval of the shareholders be and is hereby accorded for increase in Authorised Share Capital of the Company, from Rs. 1,00,000 (Rupees One lakh only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 2/- each to Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 27,50,00,000 (twenty Seven Crore Fifty lakh) Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT the existing clause 5 of the Memorandum of Association of the Company be and is hereby amended by substitution by the following clause:

"**5.** The share capital of the company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores) divided into 27,50,00,000 (Twenty Seven Crore Fifty lakh) Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT all the Director of the Company be and are hereby severally authorised to do all such acts, deeds, actions and things as may be necessary, proper or expedient to give effect to this resolution."

Place: Noida (U.P.)
Date: 23rd June, 2026

By 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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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 and corporate office, any time 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 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.

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 Dematerialised 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.

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

ITEM NO. 1

The Authorised Share capital of the company stands at Rs. 1,00,000 (Rupees One Lakh only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 2/- each. It is proposed to increase the Authorised Share Capital to Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 27,50,00,000 (Twenty Seven Crore Fifty lakh) Equity Shares of Rs. 2/- each. The alteration in Authorised Share Capital is to enable the Company to make further issue of share capital inter-alia to meet the fund requirement for Capital expenditure, Working Capital and for General Corporate Purpose of the Company. Consequently, the Memorandum of Association of the company need to be amended to reflect the change in Authorised Share Capital of the Company as set out in the accompanying notice.

Your Directors recommend the passing of this Resolution as Special Resolution by the members.

None of the Directors and Relatives of the Directors of the Company are interested in the proposed Resolution.

Place: Noida (U.P.)
Date: 23rd June, 2026

By Board of Directors
For **HEG Graphite Limited**

Manish Gulati
(Director)
DIN: 08697512

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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 Wednesday, the 24th June, 2026, at 03:00 P.M. at the Bhilwara Towers-1, A-12, Sector -1, Noida 201301, U.P..

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/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 Wednesday, the 24th June, 2026 at 03:00 p.m. at Bhilwara Towers-1, A-12, Sector -1, Noida 201301, U.P. and at any adjournment thereof in respect of such resolutions as are indicated below:

(*Optional)

Resolution Number	Resolution	For	Against
1	TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION		

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

....

Affix Revenue Stamp

Signature of shareholder Signature of Proxy holder(s)

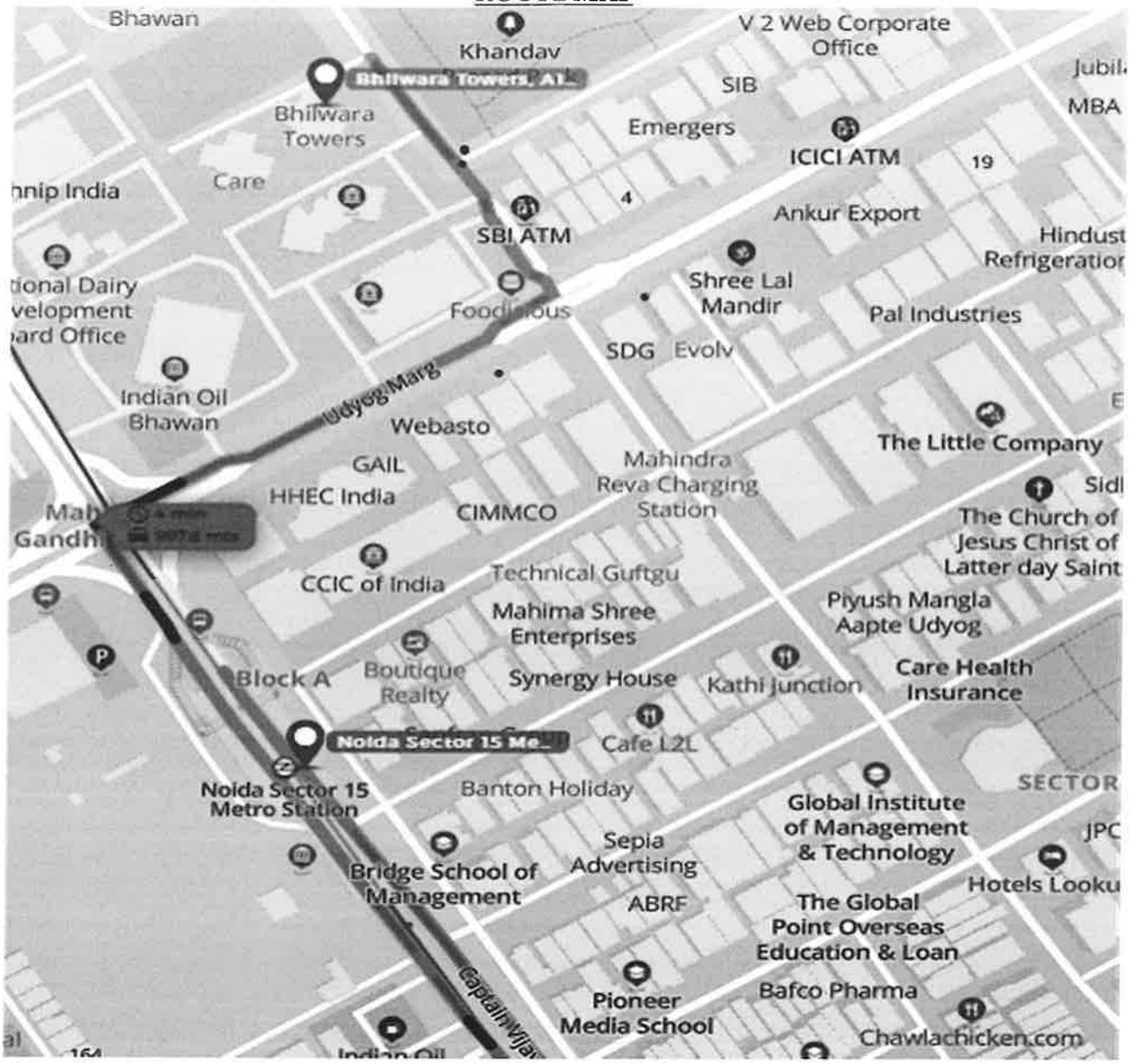
NOTE:

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 2 hours 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.*

ROUTE MAP


Bhawan
Khandav
V 2 Web Corporate Office
Bhilwara Towers, A1...
Bhilwara Towers
SIB
Emergers
ICICI ATM
19
Care
4
SBI ATM
Ankur Export
Shree Lal Mandir
Pal Industries
SDG
Evolv
Indian Oil Bhawan
Udyog Marg
Webasto
The Little Company
GAIL
Mahindra Reva Charging Station
HHEC India
CIMMCO
The Church of Jesus Christ of Latter day Saint
CCIC of India
Technical Guftgu
Mahima Shree Enterprises
Piyush Mangla Aapte Udyog
Block A
Boutique Realty
Synergy House
Kathi Junction
Care Health Insurance
Noida Sector 15 Me...
Cafe L2L
Noida Sector 15 Metro Station
Banton Holiday
SECTOR
Global Institute of Management & Technology
Sepia Advertising
Bridge School of Management
ABRF
Hotels Looku
The Global Point Overseas Education & Loan
Pioneer Media School
Bafco Pharma
Chawlachicken.com