# HEG GRAPHITE LIMITED

PROUD TO BE INDIAN
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**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") (Meeting No 2/2026- 2027) of the members of the HEG Graphite Limited will be held on Tuesday, 07th July, 2026 at 4:00 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 MORTGAGE THE PROPERTY OF THE COMPANY**

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

**"RESOLVED THAT** the consent of the Members of the Company be and is hereby granted in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, to create mortgage and / or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors of the Company ("Board") in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's present or future properties, whether immovable or movable comprised in any undertaking of the Company, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and / or trustees to secure the borrowings by way of loans or by issue of non-convertible debentures, bonds, term loans, working capital facilities and / or other instruments including foreign currency borrowings, as the Board may in its absolute discretion deem fit and upon such terms and conditions, as may be decided by the Board upto an aggregate amount of **INR 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only),** including any increase as a result of fluctuation in the rates of exchange, together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures / bonds / term loans /working capital facilities / other instrument(s) in terms of their issue.

**RESOLVED FURTHER THAT** the mortgage and/or charge to be created by the Company aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company and as may be agreed to between the Company and the lenders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, and to negotiate, finalize, modify, sign, and execute all such agreements, loan documents, deeds, and writings as may be necessary, expedient, or desirable to give full effect to this resolution."

HEG GRAPHITE LIMITED * NOIDA *


**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

**2.TO INCREASE THE BORROWING LIMIT OF THE COMPANY**

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

**"RESOLVED THAT** in supersession of all earlier resolutions passed, if any, by the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall include any Committee constituted or authorized by the Board) to borrow any sum or sums of money from time to time, for the purposes of the Company's business, notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided however that the total amount so borrowed and remaining outstanding at any one time shall not exceed **INR 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only).**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, and to negotiate, finalize, modify, sign, and execute all such agreements, loan documents, deeds, and writings as may be necessary, expedient, or desirable to give full effect to this resolution."

**3.TO INCREASE THE INVESTMENT POWER OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to acquire by way of subscription, purchase, or otherwise, the securities of any body corporate, or to give any loans, guarantees, or provide security from time to time, notwithstanding that the aggregate of such investments, loans, guarantees, or securities already made or given along with the proposed transactions may exceed the limits prescribed under Section 186(2) of the Act, provided that the total outstanding amount of such investments, loans, guarantees, and securities at any one time shall not exceed **INR 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores only).**

# HEG GRAPHITE LIMITED

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps, do all such acts, deeds, matters, and things, and to negotiate, finalize, modify, sign, and execute all such agreements, deeds, and documents as may be necessary, expedient, or desirable to give full effect to this resolution."

**Place: Noida (U.P.)**
**Date: 01st July, 2026**

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

HEG GRAPHITE LIMITED NOIDA

**Puneet Anand**
**Director**
**DIN: 09595084**


**HEG GRAPHITE LIMITED**
CIN: U23994MP2024PLC071568

**Corporate Office:**
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# 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 * NOIDA *

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# HEG GRAPHITE LIMITED

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

**ITEM NO. 1**

To support its restructured operations under the Composite Scheme of Arrangement, fund ongoing working capital requirements, execute business expansion plans, and meet future capital expenditures, the Company will be required to borrow funds from time to time within the limits approved by the members under Section 180(1)(c) of the Companies Act, 2013.

To secure these borrowings and financial assistance from banks, financial institutions, or other lenders, the Company will be required to create mortgages, charges, or hypothecations over its movable and/or immovable properties, present and future. In certain instances, such creation of security may constitute the creation of a charge over the "whole or substantially the whole of the undertaking" of the Company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors cannot create such charges, mortgages, or encumbrances on the whole or substantially the whole of the Company's undertaking(s) without the prior approval of the members by way of a Special Resolution.

Accordingly, the Board proposes to obtain the consent of the members to authorize the creation of charges/mortgages to secure borrowings up to the proposed overall limit of INR 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only).

The Board recommends the resolution set out at Item No. 1 in the notice for your approval as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

**ITEM NO. 2**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company cannot, except with the consent of the members by way of a Special Resolution, borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeding the aggregate of the Company's paid-up share capital, free reserves, and securities premium

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Consequent to the implementation of the Composite Scheme of Arrangement, the Company has assumed [or will assume] a restructured operational profile as the Resultant Company. To support its post-scheme operations, fund ongoing working capital requirements, execute business expansion plans, and meet future capital expenditures, the Company will require access to additional debt and financial credit facilities.

Since the existing aggregate of the paid-up share capital, free reserves, and securities premium may not be sufficient to cater to these expanded requirements, the Board of Directors proposes to establish/increase the borrowing limit up to a maximum outstanding amount of INR 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) at any given point in time.

The Board recommends the resolution set out at Item No.2 in the notice for your approval as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

**ITEM NO. 3**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, a company cannot give any loan, provide any guarantee or security, or acquire securities of any body corporate exceeding 60% of its paid-up share capital, free reserves, and securities premium, or 100% of its free reserves and securities premium, whichever is higher, unless prior approval of the members is obtained by way of a Special Resolution.

Consequent to the implementation of the Composite Scheme of Arrangement, the Company, as the Resultant Company, is poised to assume a restructured operational and investment profile. To capture strategic business opportunities, foster corporate growth, support its group entities/associates, and optimize capital allocation, the Company may be required to make investments, extend loans, or provide guarantees and securities to other bodies corporate or entities from time to time.

To facilitate these post-scheme requirements and ensure operational flexibility, the Board of Directors proposes to establish an overall limit of INR 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores only), which may exceed the statutory limits calculated on the Company's standalone financials post-restructuring.

The Board recommends the resolution set out at Item No. 3 in the notice for your approval as Special Resolutions.

HEG GRAPHITE LIMITED * NOIDA *

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None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

**Place: Noida (U.P.)**
**Date: 01st July, 2026**

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

HEG GRAPHITE LIMITED NOIDA

**Puneet Anand**
**Director**
**DIN: 09595084**


**HEG GRAPHITE LIMITED**
CIN: U23994MP2024PLC071568

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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, 7th July, 2026, at 4:00 P.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.*

.....

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# HEG GRAPHITE LIMITED

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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 Tuesday, 7th July 2026 at 4:00 P.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 MORTGAGE THE PROPERTY OF THE COMPANY | | |
| 2. | TO INCREASE THE BORROWING LIMIT OF THE COMPANY | | |
| 3. | TO INCREASE THE INVESTMENT POWER OF THE COMPANY | | |

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

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

HEG GRAPHITE LIMITED NOIDA

**HEG GRAPHITE LIMITED**
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# 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
NOIDA

## ROUTE MAP


**HEG GRAPHITE LIMITED**
CIN: U23994MP2024PLC071568

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# HEG GRAPHITE LIMITED

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HEG GRAPHITE LIMITED ★ NOIDA ★


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# HEG GRAPHITE LIMITED

PROUD TO BE INDIAN
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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING (MEETING NO 2/2026- 2027) OF THE MEMBERS OF THE COMPANY HEG GRAPHITE LIMITED HELD ON TUESDAY, 07TH JULY 2026 AT 4.00 P.M. AT BHILWARA TOWERS-1, A-12, SECTOR-1, NOIDA 201301, U.P.**

**1.TO MORTGAGE THE PROPERTY OF THE COMPANY**

The members considered and unanimously passed the following resolution as Special Resolution:

**"RESOLVED THAT** the consent of the Members of the Company be and is hereby granted in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, to create mortgage and / or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors of the Company ("Board") in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's present or future properties, whether immovable or movable comprised in any undertaking of the Company, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and / or trustees to secure the borrowings by way of loans or by issue of non-convertible debentures, bonds, term loans, working capital facilities and / or other instruments including foreign currency borrowings, as the Board may in its absolute discretion deem fit and upon such terms and conditions, as may be decided by the Board upto an aggregate amount of **INR 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only),** including any increase as a result of fluctuation in the rates of exchange, together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures / bonds / term loans /working capital facilities / other instrument(s) in terms of their issue.

**RESOLVED FURTHER THAT** the mortgage and/or charge to be created by the Company aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company and as may be agreed to between the Company and the lenders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, and to negotiate, finalize, modify, sign, and execute all such agreements, loan documents, deeds, and writings as may be necessary, expedient, or desirable to give full effect to this resolution."

HEG GRAPHITE LIMITED NOIDA

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**2.TO INCREASE THE BORROWING LIMIT OF THE COMPANY**

The members considered and unanimously passed the following resolution as Special Resolution:

**"RESOLVED THAT** in supersession of all earlier resolutions passed, if any, by the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall include any Committee constituted or authorized by the Board) to borrow any sum or sums of money from time to time, for the purposes of the Company's business, notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided however that the total amount so borrowed and remaining outstanding at any one time shall not exceed **INR 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only)**.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, and to negotiate, finalize, modify, sign, and execute all such agreements, loan documents, deeds, and writings as may be necessary, expedient, or desirable to give full effect to this resolution."

**3. TO INCREASE THE INVESTMENT POWER OF THE COMPANY**

The members considered and unanimously passed the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to acquire by way of subscription, purchase, or otherwise, the securities of any body corporate, or to give any loans, guarantees, or provide security from time to time, notwithstanding that the aggregate of such investments, loans, guarantees, or securities already made or given along with the proposed transactions may exceed the limits prescribed under Section 186(2) of the Act, provided that the total outstanding amount of such investments, loans, guarantees, and securities at any one time shall not exceed **INR 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores only).**

HEG GRAPHITE LIMITED * NOIDA *

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps, do all such acts, deeds, matters, and things, and to negotiate, finalize, modify, sign, and execute all such agreements, deeds, and documents as may be necessary, expedient, or desirable to give full effect to this resolution."

Certified True Copy
For **HEG Graphite Limited**

**Puneet Anand**
**Director**
**DIN: 09595084**

**Address:** E-120 Second Floor, Greater Kailash, Part-2, New Delhi: 110048

# HEG GRAPHITE LIMITED

PROUD TO BE INDIAN
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**CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT PROVIDED IN THE NOTICE OF EXTRA ORDINARY GENERAL MEETING (MEETING NO. 2/2026-2027) OF HEG GRAPHITE LIMITED CONVENED TO BE HELD ON TUESDAY, 7TH DAY OF JULY 2026 AT 4.00 P.M. AT BHILWARA TOWERS-1, A-12, SECTOR-1, NOIDA 201301, U.P.**

**ITEM NO. 1**

To support its restructured operations under the Composite Scheme of Arrangement, fund ongoing working capital requirements, execute business expansion plans, and meet future capital expenditures, the Company will be required to borrow funds from time to time within the limits approved by the members under Section 180(1)(c) of the Companies Act, 2013.

To secure these borrowings and financial assistance from banks, financial institutions, or other lenders, the Company will be required to create mortgages, charges, or hypothecations over its movable and/or immovable properties, present and future. In certain instances, such creation of security may constitute the creation of a charge over the "whole or substantially the whole of the undertaking" of the Company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors cannot create such charges, mortgages, or encumbrances on the whole or substantially the whole of the Company's undertaking(s) without the prior approval of the members by way of a Special Resolution.

Accordingly, the Board proposes to obtain the consent of the members to authorize the creation of charges/mortgages to secure borrowings up to the proposed overall limit of INR 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only).

The Board recommends the resolution set out at Item No. 1 in the notice for your approval as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

**ITEM NO. 2**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company cannot, except with the consent of the members by way of a Special Resolution, borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of

business) exceeding the aggregate of the Company's paid-up share capital, free reserves, and securities premium

Consequent to the implementation of the Composite Scheme of Arrangement, the Company has assumed [or will assume] a restructured operational profile as the Resultant Company. To support its post-scheme operations, fund ongoing working capital requirements, execute business expansion plans, and meet future capital expenditures, the Company will require access to additional debt and financial credit facilities.

Since the existing aggregate of the paid-up share capital, free reserves, and securities premium may not be sufficient to cater to these expanded requirements, the Board of Directors proposes to establish/increase the borrowing limit up to a maximum outstanding amount of INR 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) at any given point in time.

The Board recommends the resolution set out at Item No.2 in the notice for your approval as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

**ITEM NO. 3**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, a company cannot give any loan, provide any guarantee or security, or acquire securities of any body corporate exceeding 60% of its paid-up share capital, free reserves, and securities premium, or 100% of its free reserves and securities premium, whichever is higher, unless prior approval of the members is obtained by way of a Special Resolution.

Consequent to the implementation of the Composite Scheme of Arrangement, the Company, as the Resultant Company, is poised to assume a restructured operational and investment profile. To capture strategic business opportunities, foster corporate growth, support its group entities/associates, and optimize capital allocation, the Company may be required to make investments, extend loans, or provide guarantees and securities to other bodies corporate or entities from time to time.

To facilitate these post-scheme requirements and ensure operational flexibility, the Board of Directors proposes to establish an overall limit of INR 35,00,00,00,000/- (Rupees Three Thousand Five Hundred Crores only), which may exceed the statutory limits calculated on the Company's standalone financials post-restructuring.

# HEG GRAPHITE LIMITED

PROUD TO BE INDIAN
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The Board recommends the resolution set out at Item No. 3 in the notice for your approval as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

Certified True Copy
For **HEG Graphite Limited**

**Puneet Anand**
**Director**
**DIN: 09595084**

**Address:** E-120 Second Floor, Greater Kailash, Part-2, New Delhi: 110048