



NOTICE OF THE ANNUAL GENERAL MEETING HELD THROUGH SHORTER NOTICE

Notice is hereby given that the 46th (Forty sixth) Annual General Meeting of the Members of HPL Additives Limited will be held on Friday, the 30th September, 2022, at 10.00 AM, on a shorter notice at the Registered Office of the Company at 803, Vishal Bhawan, 95, Nehru Place, New Delhi – 110 019 to transact the following business:

AS ORDINARY BUSINESS

1. To Adopt the Annual Accounts

To receive, consider and adopt the standalone and consolidated Financial statements of the company for the year ended 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss of the Company for the year ended March 31, 2022 along with Notes of Accounts, Cash Flow Statement and the Reports of the Auditors and Board of Directors thereon and to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT the Financial Statements containing Standalone and Consolidated Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss and the Cash Flow Statements for the year ended 31st March, 2022 along with the Reports of Directors’ and Auditor’s thereon as placed before the meeting be and hereby received, considered and adopted.”

2. To confirm Interim Dividend for Financial year 2021-22

To confirm interim dividend of 10% @ Re. 1.00 per share, already paid for the financial year ended 31st March, 2022.

3. To Appoint Director who retires by rotation

To appoint Mr. Anil Chadha (DIN: 08334353) as director, who retires by rotation and is eligible for re-appointment and to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Anil Chadha (DIN: 08327839), Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

AS SPECIAL BUSINESS



4. To ratify the remuneration of Cost Auditors and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 141, 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the law (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration of Rs. 1,00,000/- (Rupees One Lakhs Only) excluding out of pocket expenses to M/s Aseem Jain & Associates, Cost Auditors for conducting cost audit of the Company for the financial year 2021-22, be and is hereby ratified.”

5. To alter the Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 as amended from time to time (“Act”), the draft regulations of Articles of Association related to “promoter and promoter group” as enclosed with resolution be and are hereby approved and adopted in substitution of existing regulation of Articles of Association.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider necessary or desirable to give effect to this resolution.”

By Order of the Board of Directors

Place: New Delhi
Date: 26thSeptember, 2022

Sd/-
Nitu Kumari
Company Secretary
Membership No.: ACS 32719

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 5 of the Notice, is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS(48) before commencement of the meeting. A person



can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
4. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the AGM under Item No. 4 to 5 is annexed hereto.

Place: New Delhi
Date: 26thSeptember, 2022

Sd/-
Nitu Kumari
Company Secretary
Membership No.: ACS 32719



**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 5 of the accompanying Notice:

Item No. 4: To ratify the remuneration of Cost Auditors

The Company proposes to re-appoint M/s. Jain Sharma & Associates (Firm Registration No.: 000270), Cost Accountants as Cost Auditor of the Company for FY 2021-22 and fixes the remuneration at Rs. 1,00,000 excluding out of pocket expenses on mutual agreement between the cost auditor and the company.

No director is deemed to be interested or concerned.

The Board accordingly recommends the resolutions as Ordinary Resolutions as set out in Item 4 of the Notice for approval of the members.

Item No. 5: To alter the Articles of Association of the Company

The Company proposes to remove the name of promoters from the Articles of Association due to buy back of their shares by the company.

Therefore, a Special Resolution is passed to alter the articles of the company to give effect to the removal of names of directors who are no longer the promoters of the company after buy back of their shares.



PROXY FORM

HPL ADDITIVES LIMITED

Regd. Office : 803, Vishal Bhawan, 95 Nehru Place

New Delhi – 110 019

I/We.....of.....inthedistrictof
.....being a member/members of the above named company hereby
appointofin the district of
.....or failing himof.....in the
district ofas my/our proxy to attend and vote on my/our behalf at the Forty Sixth Annual
General Meeting of the Company to be held on 30th September, 2022 at 10:00 A.M. and at any adjournment
thereof.

Signed thisday of2022

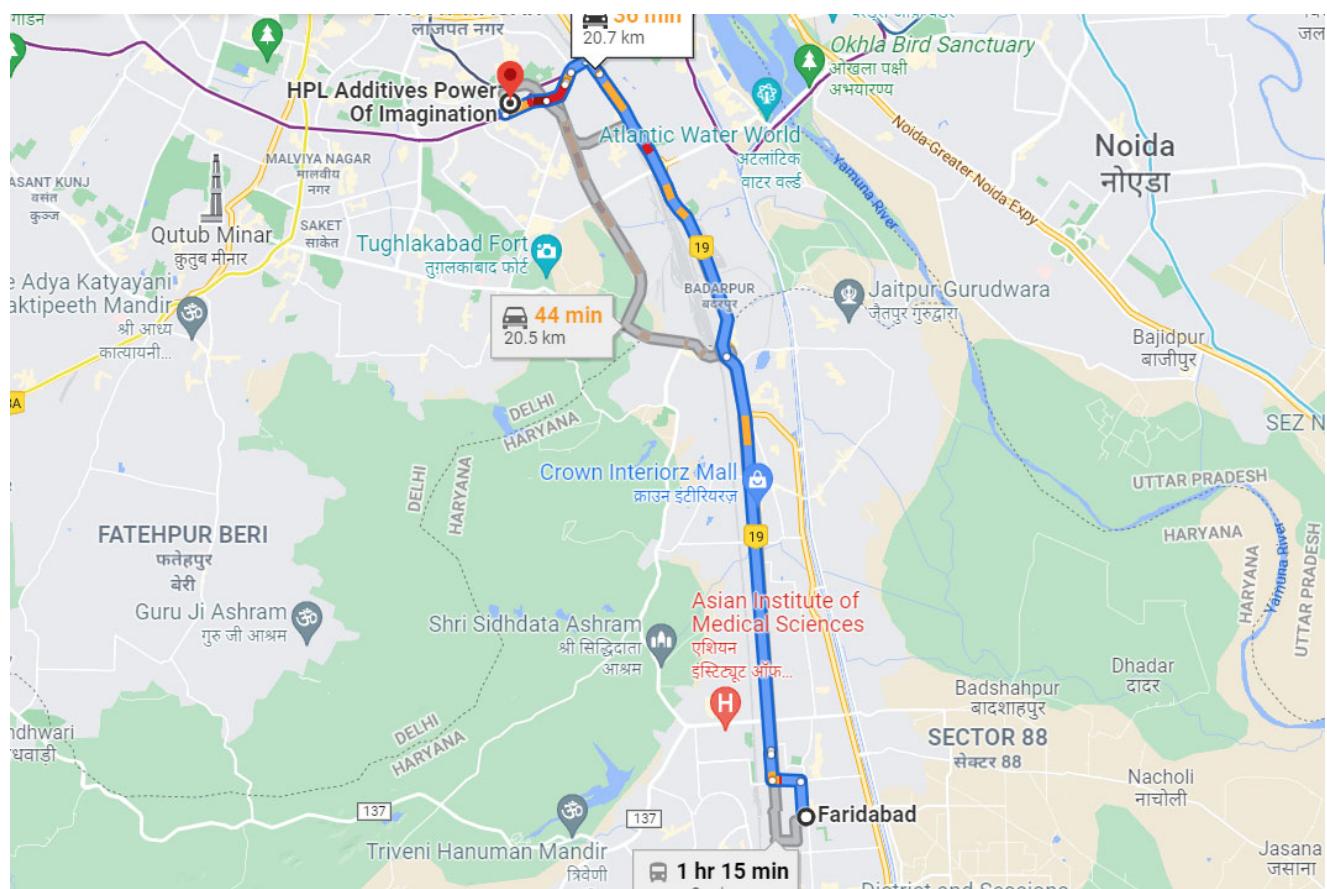
Affix Revenue Stamp of Re.1

Notes:

1. The proxy need not be a member.
2. The proxy form duly signed across Revenue Stamp should reach Company's Registered Office at least 48 hours before the time of the meeting.

ROUTE MAP

From Faridabad





ROUTE MAP

From Delhi

