



NOTICE OF THE ANNUAL GENERAL MEETING HELD THROUGH SHORTER NOTICE

Notice is hereby given that the 49th (Forty ninth) Annual General Meeting of the Members of HPL Additives Limited will be held on Tuesday, the 30th September 2025, at 10.00 AM, on a shorter notice at the Registered Office of the Company at 803, Vishal Bhawan, 95, Nehru Place, New Delhi – 110019 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 on 31st March, 2025 including Audited Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss of the Company for the year ended on March 31st, 2025 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 2025, the Statement of Profit & Loss and the Cash Flow Statements for the year ended 31st March, 2025 along with the Reports of Directors’ and Auditor’s thereon as placed before the meeting be and hereby received, considered and adopted.”

2. To Appoint Director who retires by rotation

To appoint Mr. Anil Chadha (DIN: 08327839) 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

3. 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), re-appointment of M/s Jain Sharma & Associates, Cost Auditors to audit the cost records maintained by the Company on payment of remuneration of Rs. 1,10,000/- (Rupees One Lakhs Ten Thousand Only) plus Taxes, be and is hereby ratified.”



4. To Appoint Dr. Srivari Chandrasekhar as Independent Director and if thought fit to pass with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including Schedule IV to the said Act, Dr. Srivari Chandrasekhar, holding Director Identification Number (DIN) [00481481], who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013, and who meets the criteria for independence as prescribed under the Act, be and is hereby appointed as an Independent Director of the Company for a term of [five] consecutive years commencing from 49th Annual General Meeting till 54th Annual General Meeting, not liable to retire by rotation.

RESOLVED FURTHER THAT any executive Director of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

Place: New Delhi

Date: 17th September 2025

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. 3 to 7 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.



Place: New Delhi
Date: 17th September, 2025

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. 3 to 6 of the accompanying Notice:

Item No. 3: To ratify the remuneration of Cost Auditors

The Company re-appointed M/s. Jain Sharma & Associates (Firm Registration No.: 000270), Cost Accountants as Cost Auditor of the Company for audit of FY 25-26 and fixes the remuneration at Rs. 1,10,000 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 3 of the Notice for approval of the members.

Item No. 4: To Appoint Dr. Srivari Chandrasekhar as Independent Director

The Board of Directors of the Company, at its meeting held on [Date], has appointed **Dr. Srivari Chandrasekhar** (DIN: 00481481) as an **Independent Director** of the Company, subject to the approval of shareholders.

Dr. Srivari Chandrasekhar has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director and is independent of the management.

The Board considers that the appointment of Dr. Srivari Chandrasekhar will bring valuable expertise and diversity to the Board and recommends the resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel, or their relatives, except Dr. Srivari Chandrasekhar, is concerned or interested in the resolution.



PROXY FORM

HPL ADDITIVES LIMITED

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

New Delhi – 110 019

I/We.....of.....in the district of
.....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 Ninth Annual
General Meeting of the Company to be held on 30th September, 2025 at 10:00 A.M. and at any adjournment
thereof.

Signed thisday of2025

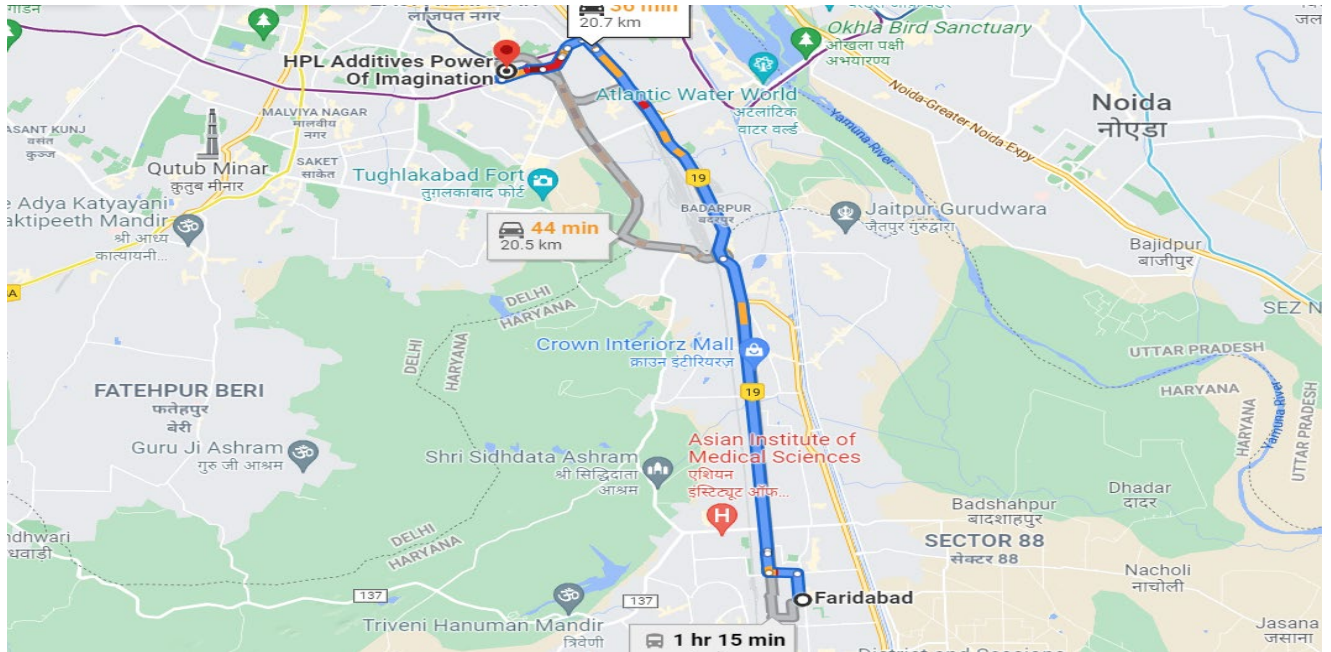
Affix Revenue Stamp of Re.1

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

