



HEXAGON NUTRITION LIMITED

Nutritionally Yours...

Ref: HNL/SEC/2026-27/48

Date: 06/10/2026

To,

National Stock Exchange of India Limited

Listing & Compliance Department

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra (East),

Mumbai – 400051, Maharashtra, India.

SYMBOL: HEXAGON

BSE Limited

Listing Department

Floor 25, P J Towers,

Dalal Street, Mumbai – 400001

Maharashtra, India.

Scrip Code: 544785

Ref: HEXAGON NUTRITION LIMITED - ISIN: INE0JUI01012

SUB: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Intimation of Extra-Ordinary General Meeting (“EGM”) of the Members of the Company and submission of Notice of the Company

This is in furtherance to the disclosure made on 30th September 2026, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Please note that the EGM will be held on Wednesday, 28th October 2026 at 11:30 A.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The company has dispatched the Notice to the Shareholders today, i.e. on Tuesday, 6th October 2026 in electronic mode to those members whose email addresses are registered with Company / Depository Participant(s) / KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company (“KFinTech”). The Notice of the EGM is enclosed herewith.

The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the EGM is Wednesday, 21st October 2026.

The remote e-voting will commence on Sunday, 25th October 2026 (09:00 A.M. IST) and conclude on Tuesday, 27th October 2026 (05:00 P.M. IST).

The aforesaid documents are also available on the Company’s corporate website at www.hexagonnutrition.com. Kindly take the above information on your record.

Thanking You,

Yours faithfully,

For Hexagon Nutrition Limited

VEDANTI SWAPNIL
SWAPNIL VARTAK
VARTAK
Digitally signed by VEDANTI
SWAPNIL VARTAK
Date: 2026.10.06 17:22:38 +05'30'

Vedanti Vartak

Company Secretary and Compliance Officer

ICSI Membership No.: A41580

CIN:- L24110MH1993PLC072189

Registered Office :

404 Global Chamber, Adarsh Nagar, Link Road,
Andheri (W), Mumbai, Maharashtra - 400053, India

Tel. No.: +91-22-62136710/711

Website : www.hexagonnutrition.com

Email ID: enquiry@hexagonnutrition.com

Nashik Plant :

Plot No. 92 & Plot No. 447, Unandanagar, Lakhamapur,
Dindori, Nashik - 422 202, Maharashtra, India

Chennai Plant :

Plot No. B11, Phase - 1 MEPZ-SEZ, Tambaram,
Chennai - 600 045, Tamil Nadu, India

HNL



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extra-Ordinary General Meeting** ("EGM") of the Members of **HEXAGON NUTRITION LIMITED** ("the Company") on the requisition of Mrs. Anuradha Kelkar, Dr. Nikhil Arun Kelkar and Mr. Vikram Arun Kelkar ("Requisitionists"), holding together 56,296,871 shares constituting 45.81% of the paid-up equity share capital of the Company carrying voting rights, will be held on **Wednesday, October 28, 2026 at 11:30 AM (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Arun Purushottam Kelkar (DIN: 00171276) as Executive Director and Chairman of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), including Regulation 17(1A), and in accordance with the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of **Mr. Arun Purushottam Kelkar (DIN: 00171276) as Chairman & Executive Director** of the Company for a term of **five (5) years**, not liable to retire by rotation."

"RESOLVED FURTHER THAT the approval of the members be sought under the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the appointment of Mr. Arun Purushottam Kelkar (DIN: 00171276), upon attaining the age of seventy-five (75) years by way of a Special Resolution to meet the requirements under the said regulations."

Item No. 2: Approval of remuneration payable to Mr. Arun Purushottam Kelkar (DIN: 00171276) from April 1, 2026 till September 28, 2026

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, provisions of Regulation 17(1A) and 17(6)(e) and other applicable regulations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, the consent of the Members of the company be and is hereby accorded for the payment of the remuneration of upto **₹ 1,82,00,000 (Rupees One Crore Eighty Two Lakhs) per annum, being paid proportionately**, to Mr. Arun Purushottam Kelkar (DIN: 00171276), Chairman & Executive Director, **for the period from 1st April, 2026 to 28th September 2026**, being the period prior to the completion of his term.

CIN:- L24110MH1993PLC072189

Registered Office :

404 Global Chamber, Adarsh Nagar, Link Road,
Andheri (W), Mumbai, Maharashtra - 400053, India
Tel. No.: +91-22-62136710/711

Website : www.hexagonnutrition.com

Email ID: enquiry@hexagonnutrition.com

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Nashik Plant :

Plot No. 92 & Plot No. 447, Unandanagar, Lakhmapur,
Dindori, Nashik - 422 202, Maharashtra, India

Chennai Plant :

Plot No. B11, Phase - 1 MEPZ-SEZ, Tambaram,
Chennai - 600 045, Tamil Nadu, India



Item No. 3: Approval of remuneration payable to Mr. Arun Purushottam Kelkar (DIN: 00171276) for three years from the date of his appointment

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, provisions of Regulation 17(1A) and 17(6)(e) and other applicable regulations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, and subject to the consent of the members for his appointment, the consent of the Members of the company be and is hereby accorded for the payment of the remuneration of upto **₹ 1,82,00,000 (Rupees One Crore Eighty Two Lakhs only) per annum to Mr. Arun Purushottam Kelkar (DIN: 00171276), Chairman & Executive Director**, for the period of **three years** with effect from the date of his appointment.

"RESOLVED FURTHER THAT pursuant to the approval of the members, the remuneration (including any revisions, thereof) and other terms and conditions of appointment of Mr. Arun Purushottam Kelkar, shall be subject to the provisions of the Nomination & Remuneration Policy and within the limits stated under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and as approved by the Board of Directors and Shareholders, as applicable."

Item No. 4: Approval of the remuneration payable to Mr. Vikram Kelkar (DIN: 02302364), Managing Director of the Company, with effect from 1st April 2026

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, provisions of Regulation 17(1A) and 17(6)(e) and other applicable regulations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of annual remuneration of up to **₹2,42,00,000/- (Rupees Two Crore Forty Two Lakhs Only) to Mr. Vikram Arun Kelkar (DIN: 02302364), Managing Director**, for the remainder of his tenure, with effect from 1st April 2026, to be paid by the Company and/or any of its subsidiary company(ies), as may be determined by the Board of Directors (which term shall be deemed to include any Committee thereof) from time to time, on such terms and conditions as the Board may determine, notwithstanding that such remuneration may exceed the limits specified under Section 197 of the Companies Act, 2013, but shall be within the limits prescribed under Schedule V to the Companies Act, 2013 and other applicable provisions of law.

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Vikram Arun Kelkar (DIN: 02302364), he shall be paid minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed under the applicable provisions of law from time to time."



“RESOLVED FURTHER THAT pursuant to the approval of the members, the remuneration and other terms and conditions of appointment of Mr. Vikram Kelkar, shall be subject to the provisions of the Nomination & Remuneration Policy and within the limits stated under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and as approved by the Board of Directors and Shareholders, as applicable.”

For and on behalf of the Board of Directors
For HEXAGON NUTRITION LIMITED

Vikram Arun Kelkar
Managing Director
DIN – 02302364

Place: Mumbai
Date: September 30, 2026



NOTES

1. Pursuant to the General Circular No.09/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof, holding of General Meetings through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') is permitted without the physical presence of Members at a common venue. Accordingly, this EGM is being conducted through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The details as required under the Companies Act 2013, Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed hereto.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("SEBI LODR"), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by National Securities Depository Limited. The procedure for participating in the Meeting through VC/OAVM is explained below in the notes.
4. The Notice along with the Explanatory statement will be circulated to all the Members of the Company, at their registered email address only. There will be no physical dispatch of the EGM Notice to the Members.
5. The Explanatory Statement in pursuance to the provisions of Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item Nos. 1-3 of the accompanying Notice is annexed hereto.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
8. Members are requested to attend the EGM through laptop/tablet and ensure a stable internet connection during the course of the meeting.
9. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the GM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer at e-mail ID rhs@csdakamat.com with a copy marked to evoting@nsdl.com to the Company at cs.hnpl@hexagonnutrition.com, authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to Section 113 of the Act. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authorization Letter



etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-voting” tab in their login. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM and vote there at.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
11. The Meeting via VC/OAVM allows participants to raise questions immediately. Members having specific queries may send their queries to the Company on email: cs.hnpl@hexagonnutrition.com 7 days prior to the EGM to enable the Chairman to answer the said questions. The Board/Chairman shall answer the questions, at their discretion.
12. The Company’s Registrars & Transfer Agents for its share registry is Kfin Technologies Limited having their registered office at 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400 070, Maharashtra, India.
13. The facility to join meeting should be:
OPENED – 15 minutes before the scheduled time to start the meeting.
CLOSED – After expiry of 15 minutes after the start of the meeting.
14. The Meeting shall be locked within 15 minutes of the commencement of the meeting to prevent unauthorized entry and members entered prior to this time will be counted for attendance.
15. Attendance of members through VC/OAVM shall be counted for the purpose of reckoning quorum as per Section 103 of the Companies Act, 2013.
16. For any technical assistance in respect of attending the EGM, the members may contact Mr. Mohammad Zaid on call: +91 7208960217 or on email: support@hexagonnutrition.com on the date of the EGM.
17. The Poll if demanded by the members, present in person or by proxy, where allowed, and having not less than one-tenth of the voting power or holding shares on which aggregate sum of not less than Rs. 5 Lakhs has been paid-up may demand a Poll. The Board shall appoint a scrutinizer and conduct the poll in terms of Section 109 of the Act.
18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice calling the EGM pursuant to section 100 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL/NSDL (“Depositories”).
19. The Company will also be publishing an advertisement in newspapers containing the details about the EGM i.e., conducting EGM through VC/OAVM, date and time of EGM, availability of notice of EGM at the Company’s website, manner of registering the email IDs of those shareholders who have not registered their email addresses, and other matters as may be required.
20. Members are requested to support Green Initiative by registering/ updating their email addresses with the Depository Participant(s) (in case of shares held in dematerialized form) or with RTA (in case of shares held in physical form).
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of EGM and explanatory statement, will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e. October 28, 2026. Members seeking to inspect such documents may send an email request to cs.hnpl@hexagonnutrition.com



- 22.** Members may please note that as per the SEBI Circular dated March 16, 2023, SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 01, 2023, and linking PAN with Aadhaar by June 30, 2023. Member are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc.
- i. For shares held in electronic form: to their Depository Participants (DPs)
 - ii. For shares held in physical form: to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 01, 2023, the folio shall be frozen by the RTA.
- 23.** Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR4, the format of which is available on the Company's website and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 24.** As mandated by SEBI, securities of listed companies shall be transferred only in dematerialized form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize share(s) held by them in physical form.
- 25.** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, respectively. The said forms can be downloaded from the Company's website and from the website of the RTA.
- 26.** Online Dispute Resolution (ODR): SEBI vide its circular dated July 31, 2023 read with corrigendum-cum-amendment circular dated August 4, 2023 has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market between the Investors / Clients and Listed companies/ specified intermediaries / regulated entities through online conciliation and online arbitration. Shareholders can access the ODR platform through <https://smartodr.in/login>.
- 27.** The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- 28.** CS Rachana Shanbhag, Practicing Company Secretary (Membership No 8227, Certificate of Practice No. 9297), Partner at D. A. Kamat & Co, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes shall be final. The Scrutinizer after scrutinizing the votes cast through remote e-voting and voting during the EGM shall make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Results declared along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges within the time stipulated under the applicable laws and shall be hosted on the website of the Company and on the website of National



Securities Depository Limited (agency for providing the Remote eVoting facility) at <https://www.evoting.nsdl.com/>. The Resolutions set forth in this Notice shall be deemed to be passed on the date of the EGM i.e. October 28, 2026, subject to receipt of the requisite number of votes in favour of the Resolutions.

29. A copy of the Notice calling the EGM is available on the website of the Company at <https://hexagonnutrition.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and Bombay Stock Exchange at <https://www.bseindia.com/> and on the website of National Securities Depository Limited (agency for providing the Remote eVoting facility) at <https://www.evoting.nsdl.com/>

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Sunday, 25th October 2026 at 9:00 AM IST** and end on **Tuesday, 27th October 2026 at 5:00 PM IST**, the remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, 21st October 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, 21st October 2026**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting



	website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rhs@csdakamat.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can



also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.hnpl@hexagonnutrition.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.hnpl@hexagonnutrition.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to (.) e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company



name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable WiFi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number. The same will be replied by the Company suitably.

OTHER INSTRUCTIONS

Speaker Registration:

Members of the Company, holding shares as on the cut-off date i.e. **Wednesday, 21st October 2026** and who would like to speak or express their views or ask questions during the EGM may register themselves as speakers by sending an email to cs.hnpl@hexagonnutrition.com with a copy marked to evoting@nsdl.com starting from the date of the notice up to **Thursday, 22nd October 2026** and providing their name, DP ID and Client ID/folio number, PAN, mobile number, and email address. Those Members who have registered themselves as a speaker will only be allowed to speak/ express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the EGM. Due to limitations of transmission and coordination during the EGM, the Company may have to dispense with or curtail the speaker session.

Submission of questions / queries prior to the EGM:

Members holding shares as on cut-off date i.e. **Wednesday, 21st October 2026** and desiring any additional information or has any question or query are requested to write to the Company Secretary on the Company's e-mail ID i.e. cs.hnpl@hexagonnutrition.com at least 72 hours before the time fixed for the EGM mentioning their name, demat account no./folio number, e-mail ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the EGM. The Company will, at the EGM, endeavor to address the queries from those Members who have sent queries from their registered e-mail IDs.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 21st October 2026 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.



EXPLANATORY STATEMENT TO THE NOTICE

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the Special businesses to be transacted under Item Nos. 1-4 of the accompanying Notice issued in accordance with Section 100(2) of the Companies Act, 2013 for the information of the members.

Note to the Members:

The Company has received a requisition under Section 100 of the Companies Act, from the requisitionists proposing the resolutions no. 1 to 4 of the EGM Notice for the approval of the members as Special Resolution. The company has also received the Notice U/s 160 of the Companies Act, 2013, which is available on the website of the company. The requisition was considered by the Board of Directors at their meeting held on 30th September 2026, and the Board, proceeded to issue notice for convening the Extra-Ordinary General meeting of the Company, within 21-day period prescribed under Section 100 of the Companies Act, 2013.

The copy of the requisition received is attached as Annexure – I to this EGM Notice for the purpose of information of all the members. Members may note that the special business items proposed through this requisition were earlier placed before members at the 33rd Annual General Meeting but could not secure the requisite majority..

ITEM NO. 1 TO 3:

Mr. Arun Purushottam Kelkar (DIN: 00171276) is the promoter and first shareholder of the Company who held office of Executive Director and Chairman, not liable to retire by rotation till 28th September 2026. The requisitioning shareholders propose his appointment as an Executive Director and Chairman at the Extra-Ordinary General Meeting to be held by the Company for a period of 5 (five) years. His term shall not be liable to retire by rotation.

A notice under Section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000 (Rupees One Lakh only) has been submitted to the company along with this requisition for the purpose of proposing the appointment of Mr. Arun Purushottam Kelkar as an Executive Director and Chairman of the Company.

Justification for appointment and remuneration (under Reg 17(1C)(b) and 17(1A) of SEBI (LODR) Regulations, 2015:

Mr. Arun Purushottam Kelkar has been associated with Hexagon Nutrition Limited (HNL) since its inception and is presently one of the Promoters of the Company. As a professional-turned-entrepreneur with over 4 decades of industry experience, his visionary leadership has been instrumental in building HNL's core capabilities and to get the company listed on the Stock Exchanges. His continuous executive guidance, deep technical knowledge, and strategic oversight are essential to navigate HNL's ongoing business expansion and future opportunities. His leadership will only benefit the Board of Directors and Management in meeting the goals and beneficial to the company in the long run.

The Members had earlier approved continuation of his directorship upon attaining the age of seventy-five years by way of Special Resolution passed at the General Meeting held on 28th June 2025, in compliance with Regulation 17(1A) of the SEBI LODR Regulations.

Further, the Nomination & Remuneration Committee (“NRC Committee”) had recommended his appointment and remuneration from 1st April 2026 till 28th September 2026, and for the five year tenure, in line with the Nomination & Remuneration Policy of the Company. The Board of Directors had approved the same, subject to the approval of the members of the company, by means of a special resolution. The requisition proposes to maintain the same remuneration as recommended by the NRC Committee and Board of Directors.



The proposed appointment for a period of five (5) years from date of the General Meeting is subject to the approval of the Members and compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

The remuneration has been structured in compliance with Sections 196, 197, 198, Schedule V to the Companies Act, 2013, and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015. It reflects their increased roles, strategic leadership, extensive industry experience, and overall business growth.

The breakdown of the proposed remuneration structure for Mr. Arun Kelkar as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

Terms / Particulars	Mr. Arun Purushottam Kelkar (Item No. 2 and 3)*
Basic Salary	₹ 82,51,248
Benefits	₹ 2,26,061
Bonuses	₹ 6,24,844
Stock options	-
Pension	-
Perquisites & Allowances	₹ 71,34,266
Fixed component	-
Commission / Performance Bonus	-
Performance criteria	-
Service contracts	-
Notice period	-
Severance fees	-
Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	-
Total Proposed Remuneration (CTC)	Up to ₹ 1,82,00,000
Remuneration Last Drawn (FY 2025-26)	₹ 1,62,36,419

**Note 1: For the purposes of Item No. 2, the remuneration payable to Mr. Arun Purushottam Kelkar for the period from 1st April 2026 to 28th September 2026 shall be calculated on a proportionate basis and shall not exceed ₹91,00,000/- (Rupees Ninety-One Lakhs only).*

Note 2: Considering the conclusion of his term on 28th September 2026, Mr. Arun Purushottam Kelkar shall be liable to receipt of such statutory payments, including gratuity, PF and other payments as accumulated during his association with the company.

The disclosures required under Schedule V of the Companies Act, 2013, are attached as **Annexure-A** to this Notice for the perusal and circulation to the members.



The brief particulars of Mr. Arun Purushottam Kelkar, as required under Secretarial Standards and SEBI (LODR) Regulations, 2015, is attached as **Annexure-B** to this Notice for the perusal and circulation to the members.

Item No. 4:

Mr. Vikram Kelkar, Managing Director of the Company, (DIN: 02302364) plays a critical role in the management, expansion and the growth of the Company. He is associated with the Company since 1st September 2005 as a Director, before being appointed as the Managing Director and has played a key role in the growth, expansion and listing of shares of the company.

Justification and Terms of Revised Remuneration:

The Nomination & Remuneration Committee ("NRC Committee") had recommended his remuneration from 1st April 2026 till the remainder of his tenure, in line with the Nomination & Remuneration Policy of the Company. The Board of Directors had approved the same, subject to the approval of the members of the company, by means of a special resolution. The requisition proposes to maintain the same remuneration as recommended by the NRC Committee and Board of Directors.

The revised remuneration has been structured in compliance with Sections 196, 197, 198, Schedule V to the Companies Act, 2013, and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015. The revision reflects his increased roles, strategic leadership, extensive industry experience, and overall business growth.

The breakdown of the proposed remuneration structure for Mr. Vikram Kelkar as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

Terms / Particulars	Mr. Vikram Arun Kelkar (Item No. 4)
Basic Salary	₹ 1,09,61,916
Benefits	₹ 3,00,326
Bonuses	₹ 8,30,116
Stock options	-
Pension	-
Perquisites & Allowances	₹ 95,02,426
Fixed component	-
Commission / Performance Bonus	-
Performance criteria	-
Service contracts	-
Notice period	-
Severance fees	-
Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	-
Total Proposed Remuneration (CTC)	Up to ₹ 2,42,00,000
Remuneration Last Drawn (FY 2025-26)	₹ 2,15,94,784

The disclosures required under Schedule V of the Companies Act, 2013, are attached as **Annexure-A** to this Notice for the perusal and circulation to the members.

The brief particulars of Mr. Vikram Kelkar, as required under Secretarial Standards and SEBI (LODR) Regulations, 2015, is attached as **Annexure-B** to this Notice for the perusal and circulation to the members.



ANNEXURE A

Disclosure and information as required under Schedule V of Companies Act, 2013:

I. General information:			
(1) Nature of industry	Hexagon Nutrition Limited is a 30 plus years old company specialized in the formulation, research, production and supply of Micronutrient Premixes for fortification of variety of food products. Over the years, the company has also developed itself in complementing areas like Clinical Nutrition and Therapeutic Foods. Hexagon is not merely a premix provider but also a technical facilitator to the food industry when it comes to fortification. Our ability to support the food industry in the fortification process and also our competency to test the fortified products is what makes us a unique partner. In our journey of 30 plus years, we have worked closely with the major Flour, Dairy, Oil, Rice and Sugar Industry in more than 76 countries in Asia, Europe, USA, Africa and Latin America. The Clinical Nutrition products which are disease specific have earned recognition and appreciation in more than 25 countries. The company continues to focus on R&D for developing new and value-added products, while continuously upgrading and expanding its manufacturing base to meet the growing demand. Hexagon continues to acquire and nurture the talent pool through its interventions initiated by the Human Resource Department.		
(2) Date or expected date of commencement of commercial production	Not Applicable (Existing Business)		
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus			
(4) Financial performance based on given indicators	Particulars	Consolidated financial data for FY 2025-26 ₹ in Millions	Standalone financial data for FY 2025-26 ₹ in Millions
	Total Income	3,945.66	3,343.34
	Total Expense (including exceptional items)	3,433.86	2,830.91
	Profit/ Loss before Tax	511.80	512.43
	Less: Tax Expense	132.43	130.95
	Profit/Loss After Tax	379.37	381.48
(5) Foreign investments or collaborations, if any.	The Company has total investment of ₹ 4.05 million in three foreign subsidiaries.		



II. Information about the appointee:	<i>Please refer to Annexure B for the details of the appointees</i>		
(1) Background details			
(2) Past remuneration			
(3) Recognition or awards			
(4) Job profile and his suitability			
(5) Remuneration proposed			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, rich experience and expertise of the Executive Directors and their contribution in concluding and implementing strategic business deals, the Nomination and Remuneration Committee and the Board of Directors are of the view that the proposed remuneration is justified and commensurate with the general industry standards.		
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Name of the Directors	Pecuniary relationship directly or indirectly with the company	Relationship with the managerial personnel or other director
	Dr. Nikhil Kelkar	Shareholder and Joint Managing Director of the Company	• Son of Mr. Arun Kelkar • Brother of Mr. Vikram Kelkar
	Mr. Vikram Kelkar	Shareholder and Managing Director of the Company	• Son of Mr. Arun Kelkar • Brother of Mr. Vikram Kelkar
	Mr. Arun Kelkar	Shareholder of the Company	• Father of Dr. Nikhil Kelkar and Mr. Vikram Kelkar
III. Other information:			
(1) Reasons of loss or inadequate profits	Not Applicable		
(2) Steps taken or proposed to be taken for improvement	The Board and the Management of the Company are working towards continuously upgrading and expanding its manufacturing base to meet the growing demand.		
(3) Expected increase in productivity and profits in measurable terms	The Company's capital and liquidity position is strong and would continue to be the focus area during this period and the recent business activities are expected to increase the profits.		
IV. Disclosures	The necessary disclosures are provided in the Explanatory statement and Annexure B to this requisition notice.		



ANNEXURE B

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards – 2 issued by ICSI and details under SEBI Master Circular dated January 30, 2026:

Name	MR. ARUN PURUSHOTTAM KELKAR (DIN: 00171276) (Item No. 1, 2 and 3)	MR. VIKRAM KELKAR (DIN: 02302364) (Item No. 4)
Designation	Chairman & Executive Director till 28 th September 2026	Managing Director
Date of Birth	01/05/1950	17/11/1981
Age	76	44
Nationality	Indian	Indian
Date of Appointment / Reappointment	27/05/1993	1/09/2005
Appointment/ Re-appointment/ Change in Designation	Appointment	-
Qualifications	He holds a bachelor's degree in Engineering from the Nagpur University. He has also completed Diploma in Operations Management from University of Mumbai.	He holds a bachelor's degree in Management Studies from the University of Mumbai and master's degree in International Business from the University of Auckland.
Brief profile & Nature of expertise in specific functional area; Job Profile and their suitability, including awards	He has been associated with our Company since its incorporation. He worked with Siemens India Limited and Castrol India Limited and is a professional turned entrepreneur. He has over 4 decades of work experience in various industries including food and nutrition industry. A visionary leader, he has also served as the Chairman and Executive Director of the Company and has played a pivotal role in formulating and implementing the Company's strategies and policies.	He is the Managing Director of our Company. He was awarded outstanding Innovation in eradication of Micronutrient Deficiencies at the Young Visionary-2011, PRCI Chanakya Awards 2011. He has also co-authored a research paper titled "Asian Wheat Flour Products: Impact of flour fortification on organoleptic properties" in March 2011. He has over 20 years of experience in various aspects of food and nutrition business. He heads the premix formulation and RUF/MNP business segments at domestic and international level.
Terms and Conditions of Appointment/ re-appointment	Not liable to retire by Rotation. Proposed tenure for 5 years	Liable to retire by rotation
Remuneration sought to be paid	As per resolution at Item No. 2 and 3	As per resolution at Item No. 4
Remuneration last drawn (FY 2025-26)	₹ 1,62,36,419 from Company	₹ 2,15,94,784 from Company
Directorship in other listed entities	NIL	Nil
Directorship in Other companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	NIL	- Hexagon Nutrition (International) Private Limited - Hexagon Nutrition Healthcare Private Limited
Committee Positions in Hexagon Nutrition Limited	NIL	Member of Risk Management Committee



		• Member of Corporate Social Responsibility Committee
Committee Positions in other Public Limited Companies	NIL	NIL
Names of listed entities from which the directors have resigned in the past 3 years	NIL	NIL
Relation between Directors	Father of Dr. Nikhil Arun Kelkar Father of Mr. Vikram Arun Kelkar	• Son of Mr. Arun Kelkar • Brother of Dr. Nikhil Kelkar
Number of Shares held in Hexagon Nutrition Limited	22,809,929 shares	2,59,71,344 shares

For and on behalf of the Board of Directors
For HEXAGON NUTRITION LIMITED

Vikram Arun Kelkar
Managing Director
DIN – 02302364

Place: Mumbai
Date: September 30, 2026

Date: 24/09/2026

To,
The Board of Directors
Hexagon Nutrition Limited
404, Global Chambers, Off Link Road,
Andheri (W), Mumbai – 400053

Kind Attention: CS Vedanti Vartak, Company Secretary & Compliance Officer

Subject: Requisition for convening an Extra-ordinary General Meeting pursuant to Section 100 (2) of the Companies Act, 2013 and rules made thereunder

We, Mrs. Anuradha Kelkar, Dr. Nikhil Arun Kelkar and Mr. Vikram Arun Kelkar, being members of Hexagon Nutrition Limited ("Company"), holding together 56,296,871 shares which constitutes 45.81% of the paid-up share capital of the Company carrying voting rights, hereby make this requisition pursuant to Section 100(2) read with Section 115 of the Companies Act, 2013, to convene an Extra-ordinary General Meeting ("EGM") of the members of the Company for consideration of the following business:

Item No. 1: Appointment of Mr. Arun Purushottam Kelkar (DIN: 00171276) as Executive Director and Chairman of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), including Regulation 17(1A), and in accordance with the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of **Mr. Arun Purushottam Kelkar (DIN: 00171276)** as **Chairman & Executive Director** of the Company for a term of **five (5) years**, not liable to retire by rotation."

"RESOLVED FURTHER THAT the approval of the members be sought under the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the appointment of Mr. Arun Purushottam Kelkar (DIN: 00171276), who has already attained the age of seventy-five (75) years by way of a Special Resolution to meet the requirements under the said regulations."

Item No. 2: Approval of remuneration payable to Mr. Arun Purushottam Kelkar (DIN: 00171276) from April 1, 2026 till September 28, 2026

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, provisions of Regulation 17(1A) and 17(6)(e) and other applicable regulations under the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, the consent of the Members of the company be and is hereby accorded for the payment of the remuneration of up to ₹ **1,82,00,000 (Rupees One Crore Eighty Two Lakhs) per annum, being paid proportionately**, to Mr. Arun Purushottam Kelkar (DIN: 00171276), Chairman & Executive Director, **for the period from 1st April, 2026 to 28th September 2026**, being the period prior to the completion of his term.

Item No. 3: Approval of remuneration payable to Mr. Arun Purushottam Kelkar (DIN: 00171276) for three years from the date of his appointment

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, provisions of Regulation 17(1A) and 17(6)(e) and other applicable regulations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, and subject to the consent of the members for his appointment, the consent of the Members of the company be and is hereby accorded for the payment of the remuneration of up to ₹ **1,82,00,000 (Rupees One Crore Eighty Two Lakhs only) per annum to Mr. Arun Purushottam Kelkar (DIN: 00171276), Chairman & Executive Director**, for the period of **three years** with effect from the date of his appointment.

"RESOLVED FURTHER THAT pursuant to the approval of the members, the remuneration (including any revisions, thereof) and other terms and conditions of appointment of Mr. Arun Purushottam Kelkar, shall be subject to the provisions of the Nomination & Remuneration Policy and within the limits stated under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and as approved by the Board of Directors and Shareholders, as applicable."

Item No. 4: Approval of the remuneration payable to Mr. Vikram Kelkar (DIN: 02302364), Managing Director of the Company, with effect from 1st April 2026

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, provisions of Regulation 17(1A) and 17(6)(e) and other applicable regulations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of annual remuneration of up to ₹ **2,42,00,000/- (Rupees Two Crore Forty Two Lakhs Only) to Mr. Vikram Arun Kelkar (DIN: 02302364), Managing Director**, for the remainder of his tenure, with effect from 1st April 2026, to be paid by the Company and/or any of its subsidiary company(ies), as may be determined by the Board of Directors (which term shall be deemed to include any Committee thereof) from time to time, on such terms and conditions as the Board may

determine, notwithstanding that such remuneration may exceed the limits specified under Section 197 of the Companies Act, 2013, but shall be within the limits prescribed under Schedule V to the Companies Act, 2013 and other applicable provisions of law.

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Vikram Arun Kelkar (DIN: 02302364), he shall be paid minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed under the applicable provisions of law from time to time."

"RESOLVED FURTHER THAT pursuant to the approval of the members, the remuneration and other terms and conditions of appointment of Mr. Vikram Kelkar, shall be subject to the provisions of the Nomination & Remuneration Policy and within the limits stated under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and as approved by the Board of Directors and Shareholders, as applicable."

Thanking you,
Yours faithfully,

Signature:



Ms. Anuradha Kelkar
Promoter & Requisitioning Shareholder
No. of Equity Shares: 9078059
% of Shareholding: 7.39
Client ID: 1201220000178663

Signature:



Dr. Nikhil Arun Kelkar
Promoter & Requisitioning Shareholder
No. of Equity Shares: 21247468
% of Shareholding: 17.29
Client ID: 1201220000179783

Signature:



Mr. Vikram Arun Kelkar
Promoter & Requisitioning Shareholder
No. of Equity Shares: 25971344
% of Shareholding: 21.13
Client ID: 1201220000178644

EXPLANATORY STATEMENT TO THE NOTICE

Pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the Special businesses to be transacted under Item Nos. 1-4 of the accompanying Notice issued in accordance with Section 100(2) of the Companies Act, 2013 for the information of the members.

ITEM NO. 1 TO 3:

Mr. Arun Purushottam Kelkar (DIN: 00171276) is the promoter and first shareholder of the Company who held office of Executive Director and Chairman, not liable to retire by rotation till 28th September 2026. The requisitioning shareholders propose his appointment as an Executive Director and Chairman at the Extra-Ordinary General Meeting to be held by the Company for a period of 5 (five) years. His term shall not be liable to retire by rotation.

A notice under Section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000 (Rupees One Lakh only) has been submitted to the company along with this requisition for the purpose of proposing the appointment of Mr. Arun Purushottam Kelkar as an Executive Director and Chairman of the Company.

Justification for appointment and remuneration (under Reg 17(1C)(b) and 17(1A) of SEBI (LODR) Regulations, 2015:

Mr. Arun Purushottam Kelkar has been associated with Hexagon Nutrition Limited (HNL) since its inception and is presently one of the Promoters of the Company. As a professional-turned-entrepreneur with over 4 decades of industry experience, his visionary leadership has been instrumental in building HNL's core capabilities and to get the company listed on the Stock Exchanges. His continuous executive guidance, deep technical knowledge, and strategic oversight are essential to navigate HNL's ongoing business expansion and future opportunities. His leadership will only benefit the Board of Directors and Management in meeting the goals and beneficial to the company in the long run.

The Members had earlier approved continuation of his directorship upon attaining the age of seventy-five years by way of Special Resolution passed at the General Meeting held on 28th June 2025, in compliance with Regulation 17(1A) of the SEBI LODR Regulations.

Further, the Nomination & Remuneration Committee ("NRC Committee") had recommended his appointment and remuneration from 1st April 2026 till 28th September 2026, and for the five year tenure, in line with the Nomination & Remuneration Policy of the Company. The Board of Directors had approved the

same, subject to the approval of the members of the company, by means of a special resolution. The requisition proposes to maintain the same remuneration as recommended by the NRC Committee and Board of Directors.

The proposed appointment for a period of five (5) years from date of the General Meeting is subject to the approval of the Members and compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

The remuneration has been structured in compliance with Sections 196, 197, 198, Schedule V to the Companies Act, 2013, and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015. It reflects their increased roles, strategic leadership, extensive industry experience, and overall business growth.

The breakdown of the proposed remuneration structure for Mr. Arun Kelkar as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

Terms / Particulars	Mr. Arun Purushottam Kelkar (Item No. 2 and 3)*
Basic Salary	₹ 82,51,248
Benefits	₹ 2,26,061
Bonuses	₹ 6,24,844
Stock options	-
Pension	-
Perquisites & Allowances	₹ 71,34,266
Fixed component	-
Commission / Performance Bonus	-
Performance criteria	-
Service contracts	-
Notice period	-
Severance fees	-
Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	-
Total Proposed Remuneration (CTC)	Up to ₹ 1,82,00,000
Remuneration Last Drawn (FY 2025-26)	₹ 1,62,36,419

**Note 1: For the purposes of Item No. 2, the remuneration payable to Mr. Arun Purushottam Kelkar for the period from 1st April 2026 to 28th September 2026 shall be calculated on a proportionate basis and shall not exceed ₹91,00,000/- (Rupees Ninety-One Lakhs only).*

Note 2: Considering the conclusion of his term on 28th September 2026, Mr. Arun Purushottam Kelkar shall be liable to receipt of such statutory payments, including gratuity, PF and other payments as accumulated during his association with the company.

The disclosures required under Schedule V of the Companies Act, 2013, are attached as **Annexure-A** to this Notice for the perusal and circulation to the members.

The brief particulars of Mr. Arun Purushottam Kelkar, as required under Secretarial Standards and SEBI (LODR) Regulations, 2015, is attached as **Annexure-B** to this Notice for the perusal and circulation to the members.

Item No. 4:

Mr. Vikram Kelkar, Managing Director of the Company (DIN: 02302364) plays a critical role in the management, expansion and the growth of the Company. He is associated with the Company since 1st September 2005 as a Director, before being appointed as the Managing Director and has played a key role in the growth, expansion and listing of shares of the company.

Justification and Terms of Revised Remuneration:

The Nomination & Remuneration Committee ("NRC Committee") had recommended his remuneration from 1st April 2026 till the remainder of his tenure, in line with the Nomination & Remuneration Policy of the Company. The Board of Directors had approved the same, subject to the approval of the members of the company, by means of a special resolution. The requisition proposes to maintain the same remuneration as recommended by the NRC Committee and Board of Directors.

The revised remuneration has been structured in compliance with Sections 196, 197, 198, Schedule V to the Companies Act, 2013, and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015. The revision reflects his increased roles, strategic leadership, extensive industry experience, and overall business growth.

The breakdown of the proposed remuneration structure for Mr. Vikram Kelkar as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

Terms / Particulars	Mr. Vikram Arun Kelkar (Item No. 4)
Basic Salary	₹ 1,09,61,916
Benefits	₹ 3,00,326
Bonuses	₹ 8,30,116
Stock options	-
Pension	-
Perquisites & Allowances	₹ 95,02,426
Fixed component	-
Commission / Performance Bonus	-
Performance criteria	-
Service contracts	-
Notice period	-
Severance fees	-
Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	-
Total Proposed Remuneration (CTC)	Up to ₹ 2,42,00,000
Remuneration Last Drawn (FY 2025-26)	₹ 2,15,94,784

The disclosures required under Schedule V of the Companies Act, 2013, are attached as **Annexure-A** to this Notice for the perusal and circulation to the members.

The brief particulars of Mr. Vikram Kelkar, as required under Secretarial Standards and SEBI (LODR) Regulations, 2015, is attached as **Annexure-B** to this Notice for the perusal and circulation to the members.

ANNEXURE A

Disclosure and information as required under Schedule V of Companies Act, 2013:

I. General information:

(1) Nature of industry

Hexagon Nutrition Limited is a 30 plus years old company specialized in the formulation, research, production and supply of Micronutrient Premixes for fortification of variety of food products. Over the years, the company has also developed itself in complementing areas like Clinical Nutrition and Therapeutic Foods. Hexagon is not merely a premix provider but also a technical facilitator to the food industry when it comes to fortification. Our ability to support the food industry in the fortification process and also our competency to test the fortified products is what makes us a unique partner. In our journey of 30 plus years, we have worked closely with the major Flour, Dairy, Oil, Rice and Sugar Industry in more than 76 countries in Asia, Europe, USA, Africa and Latin America. The Clinical Nutrition products which are disease specific have earned recognition and appreciation in more than 25 countries. The company continues to focus on R&D for developing new and value-added products, while continuously upgrading and expanding its manufacturing base to meet the growing demand. Hexagon continues to acquire and nurture the talent pool through its interventions initiated by the Human Resource Department.

(2) Date or expected date of commencement of commercial production

Not Applicable (Existing Business)

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

(4) Financial performance based on given indicators

Particulars	Consolidated financial data for FY 2025-26 ₹ in Millions	Standalone financial data for FY 2025-26 ₹ in Millions
Total Income	3,945.66	3,343.34
Total Expense (including exceptional items)	3,433.86	2,830.91
Profit/ Loss before Tax	511.80	512.43
Less: Tax Expense	132.43	130.95
Profit/Loss After Tax	379.37	381.48

(5) Foreign investments or collaborations, if any.

The Company has total investment of ₹ 4.05 million in three foreign subsidiaries.

II. Information about the appointee:

Please refer to **Annexure B** for the details of the appointees

- (1) Background details
- (2) Past remuneration
- (3) Recognition or awards
- (4) Job profile and his suitability
- (5) Remuneration proposed

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.

Considering the size of the Company, rich experience and expertise of the Executive Directors and their contribution in concluding and implementing strategic business deals, the Nomination and Remuneration Committee and the Board of Directors are of the view that the proposed remuneration is justified and commensurate with the general industry standards.

Name of the Directors	Pecuniary relationship directly or indirectly with the company	Relationship with the managerial personnel or other director
Dr. Nikhil Kelkar	Shareholder and Joint Managing Director of the Company	• Son of Mr. Arun Kelkar • Brother of Mr. Vikram Kelkar
Mr. Vikram Kelkar	Shareholder and Managing Director of the Company	• Son of Mr. Arun Kelkar • Brother of Mr. Vikram Kelkar
Mr. Arun Kelkar	Shareholder of the Company	• Father of Dr. Nikhil Kelkar and Mr. Vikram Kelkar

III. Other information:

(1) Reasons of loss or inadequate profits

Not Applicable

(2) Steps taken or proposed to be taken for improvement

The Board and the Management of the Company are working towards continuously upgrading and expanding its manufacturing base to meet the growing demand.

(3) Expected increase in productivity and profits in measurable terms

The Company's capital and liquidity position is strong and would continue to be the focus area during this period and the recent business activities are expected to increase the profits.

IV. Disclosures

The necessary disclosures are provided in the Explanatory statement and Annexure B to this requisition notice.

ANNEXURE B

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards – 2 issued by ICSI and details under SEBI Master Circular dated January 30, 2026:

Name	MR. ARUN PURUSHOTTAM KELKAR (DIN: 00171276) (Item No. 1, 2 and 3)	MR. VIKRAM KELKAR (DIN: 02302364) (Item No. 4)
Designation	Chairman & Executive Director till 28 th September 2026	Managing Director
Date of Birth	01/05/1950	17/11/1981
Age	76	44
Nationality	Indian	Indian
Date of Appointment / Reappointment	27/05/1993	1/09/2005
Appointment/ Re-appointment/ Change in Designation	Appointment	-
Qualifications	He holds a bachelor's degree in Engineering from the Nagpur University. He has also completed Diploma in Operations Management from University of Mumbai.	He holds a bachelor's degree in Management Studies from the University of Mumbai and master's degree in International Business from the University of Auckland.
Brief profile & Nature of expertise in specific functional area; Job Profile and their suitability, including awards	He has been associated with our Company since its incorporation. He worked with Siemens India Limited and Castrol India Limited and is a professional turned entrepreneur. He has over 4 decades of work experience in various industries including food and nutrition industry. A visionary leader, he has also served as the Chairman and Executive Director of the Company and has played a pivotal role in formulating and implementing the Company's strategies and policies.	He is the Managing Director of our Company. He was awarded outstanding Innovation in eradication of Micronutrient Deficiencies at the Young Visionary-2011, PRCI Chanakya Awards 2011. He has also co-authored a research paper titled "Asian Wheat Flour Products: Impact of flour fortification on organoleptic properties" in March 2011. He has over 20 years of experience in various aspects of food and nutrition business. He heads the premix formulation and RUF/MNP business segments at domestic and international level.
Terms and Conditions of Appointment/ re-appointment	Not liable to retire by Rotation. Proposed tenure for 5 years	Liable to retire by rotation
Remuneration sought to be paid	As per resolution at Item No. 2 and 3	As per resolution at Item No. 4
Remuneration last drawn (FY 2025-26)	₹ 1,62,36,419 from Company	₹ 2,15,94,784 from Company

Directorship in other listed entities	NIL	Nil
Directorship in Other companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	NIL	Hexagon Nutrition (International) Private Limited Hexagon Nutrition Healthcare Private Limited
Committee Positions in Hexagon Nutrition Limited	NIL	Member of Risk Management Committee Member of Corporate Social Responsibility Committee
Committee Positions in other Public Limited Companies	NIL	NIL
Names of listed entities from which the directors have resigned in the past 3 years	NIL	NIL
Relation between Directors	Father of Dr. Nikhil Arun Kelkar Father of Mr. Vikram Arun Kelkar	Son of Mr. Arun Kelkar Brother of Dr. Nikhil Kelkar
Number of Shares held in Hexagon Nutrition Limited	22,809,929 shares	2,59,71,344 shares