Notice

NOTICE IS HEREBY GIVEN THAT THE 33RD (THIRTY-THIRD) ANNUAL GENERAL MEETING OF THE MEMBERS OF HEXAGON NUTRITION LIMITED ('THE COMPANY') WILL BE HELD ON TUESDAY, 22ND SEPTEMBER 2026 AT 11.30 AM THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

ITEM NO. 01: TO ADOPT STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2025-26

(a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon

(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and Report of the Auditors thereon

ITEM NO. 02: TO RE-APPOINT DR. NIKHIL ARUN KELKAR (DIN: 02302369), JOINT MANAGING DIRECTOR RETIRING BY ROTATION

To re-appoint a Director in place of Dr. Nikhil Arun Kelkar (DIN: 02302369), Joint Managing Director, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

ITEM NO. 03: TO DECLARE DIVIDEND FOR FINANCIAL YEAR 2025-26:

To declare a Final Dividend of ₹ 0.30 per Equity Share for the Financial Year 2025-26.

SPECIAL BUSINESSES:

ITEM NO. 04: TO RATIFY REMUNERATION TO BE PAID TO COST AUDITORS FOR FY 2026-27:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for ratification of the remuneration of ₹70,000/- (Rupees Seventy Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit, payable to M/s. KPMSS & Associates, Cost Accountants (Firm Registration No. 005229), appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2027."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

ITEM NO. 05: TO APPOINT M/S. N. L. BHATIA & ASSOCIATES, PRACTISING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as per the recommendations of Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. N. L. Bhatia & Associates, Practising Company Secretaries, (Peer Review Certificate No. P1996MH55800 as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from Financial Year 2026-27 up to Financial Year 2030-31, on such terms and conditions, including remuneration, as may be mutually agreed between the Board of Directors and the Secretarial Auditor."

"RESOLVED FURTHER THAT the Members hereby note and approve that the appointment of the Secretarial Auditor shall be subject to compliance with the applicable provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the eligibility criteria, tenure requirements, independence and other conditions prescribed thereunder and any amendments made thereto from time to time."

"RESOLVED FURTHER THAT M/s. N. L. Bhatia & Associates, Practising Company Secretaries, be and are hereby authorised to conduct the Secretarial Audit of the Company for the aforesaid financial years and issue the Secretarial Audit Report in Form MR-3 for each respective financial year within the prescribed timelines."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or Mr. Vikram Kelkar, Managing Director, Dr. Nikhil Kelkar, Joint Managing Director, and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities."

ITEM NO. 06: TO APPROVE APPOINTMENT OF MR. RAGHUNATH SAWANT (DIN: 11863172) AS EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, 196 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, Schedule V to the Companies Act, 2013, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and in accordance with the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Raghunath Sawant (DIN: 11863172), who was appointed as an Additional Director of the Company with effect from 12th August 2026 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation, for a term of five (5) years with effect from 12th August 2026, on such terms and conditions including remuneration as may be approved by the Board of Directors."

"RESOLVED FURTHER THAT the Members hereby take note that the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Raghunath Sawant for appointment as a Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to determine, finalise and vary the terms and conditions of appointment, including remuneration, perquisites, benefits and other terms, within the limits prescribed under the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Nomination and Remuneration Policy of the Company."

"RESOLVED FURTHER THAT any Director, the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all necessary documents, make requisite filings with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 07: TO APPROVE REVISION IN REMUNERATION OF MR. ARUN PURUSHOTTAM KELKAR (DIN: 00171276), CHAIRMAN AND EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in partial modification of the earlier resolutions passed by the Members in this regard and pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17(6)(e), where applicable, the applicable provisions of the Articles of Association of the Company, and other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of annual remuneration of up to ₹1,82,00,000/- (Rupees One Crore Eighty Two Lakhs Only) to Mr. Arun Purushottam Kelkar (DIN: 00171276), Chairman & Executive 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. Arun Purushottam Kelkar (DIN: 00171276), 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 the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter, vary, revise or modify the remuneration payable to Mr. Arun Purushottam Kelkar from time to time within the overall limits approved by the Members and permissible under the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Nomination and Remuneration Policy of the Company, without seeking any further approval of the Members, to the extent permitted under applicable law."

"RESOLVED FURTHER THAT any Director, the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, writings and filings, including filing of necessary e-forms with the Registrar of Companies and making requisite intimations to the Stock Exchanges and other statutory or regulatory authorities, as may be necessary or expedient for giving effect to this resolution."

ITEM NO. 08: APPROVE REVISION IN THE REMUNERATION OF MR. VIKRAM ARUN KELKAR, MANAGING DIRECTOR (DIN- 02302364) OF THE COMPANY

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 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17(6)(e), where applicable, the applicable provisions of the Articles of Association of the Company, and other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, 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 the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter, vary, revise or modify the remuneration payable to Mr. Vikram Arun Kelkar from time to time within the overall limits approved by the Members and permissible under the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Nomination and Remuneration Policy of the Company, without seeking any further approval of the Members, to the extent permitted under applicable law."

"RESOLVED FURTHER THAT any Director, the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, writings and filings, including filing of necessary e-forms with the Registrar of Companies, making requisite intimations to the Stock Exchanges, and obtaining such statutory or regulatory approvals as may be required, to give effect to this resolution."

ITEM NO. 09: APPROVE REVISION IN THE REMUNERATION OF DR. NIKHIL ARUN KELKAR, JOINT MANAGING DIRECTOR (DIN- 02302369) OF THE COMPANY

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 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17(6)(e), where applicable, the applicable provisions of the Articles of Association of the Company, and other applicable laws, statutory modifications or re-enactments thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of annual remuneration of up to ₹1,99,00,000/- (Rupees One Crore Ninety Nine Lakhs Only) to Dr. Nikhil Arun Kelkar (DIN: 02302369), Joint 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 Dr. Nikhil Arun Kelkar (DIN: 02302369), 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 the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter, vary, revise or modify the remuneration payable to Dr. Nikhil Arun Kelkar from time to time within the overall limits approved by the Members and permissible under the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Nomination and Remuneration Policy of the Company, without seeking any further approval of the Members, to the extent permitted under applicable law."

"RESOLVED FURTHER THAT any Director, the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all documents, make necessary filings with the Registrar of Companies, intimate the Stock Exchanges and other regulatory authorities, and take all such actions as may be necessary or expedient to give effect to this resolution."

ITEM NO. 10: TO APPROVE ALTERATION OF ARTICLES OF ASSOCIATION BY DELETION OF PART B AND REMOVAL OF REFERENCES RELATING TO MALANI VENTURES PRIVATE LIMITED AND ITS AFFILIATES

To consider and if thought fit, to pass the following resolution as 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 and other rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Articles of Association of the Company, and subject to such statutory, regulatory or other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by:

(a) deleting Part B of the Articles of Association in its entirety; and

(b) removing all references to Malani Ventures Private Limited and its affiliates, wherever appearing in the Articles of Association

In order to align the Articles of Association with the Waiver Agreement approved by the Board of Directors on 20th April 2026 and executed with the holders of the Compulsorily Convertible Preference Shares ("CCPS") in connection with the initial public offering of the Company, whereby certain special rights, privileges and protections available to the CCPS holders under the Share Subscription Agreement, Shareholders' Agreement and the Articles of Association were waived, modified and/or ceased to have effect in accordance with applicable laws and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to make such modifications, amendments, alterations or corrections to the Articles of Association as may be required by any statutory or regulatory authority or otherwise considered necessary or expedient for giving effect to this Resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, writings, forms and filings, including filing the necessary e-forms with the Registrar of Companies, making requisite intimations to the Stock Exchanges and other statutory or regulatory authorities, and to take all such actions as may be necessary, desirable or expedient to give effect to this Resolution."

ITEM NO. 11: TO CONSIDER AND RECOMMEND THE RE-APPOINTMENT OF MR. ARUN PURUSHOTTAM KELKAR (DIN - 00171276) AS A CHAIRMAN & EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 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, 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 re-appointment of Mr. Arun Purushottam Kelkar (DIN: 00171276) as Chairman & Executive Director of the Company for a further term of five (5) years with effect from

29th September 2026, upon expiry of his existing term, on such terms and conditions as may be determined by the Board of Directors."

"RESOLVED FURTHER THAT the Members hereby acknowledge that Mr. Arun Purushottam Kelkar has provided valuable leadership, strategic guidance and significant contribution towards the growth, development and overall affairs of the Company, and considering his experience, expertise, knowledge, leadership capabilities and continued contribution, his re-appointment as Chairman & Executive Director of the Company is in the best interests of the Company."

"RESOLVED FURTHER THAT the Members take note that pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of directorship of Mr. Arun Purushottam Kelkar (DIN: 00171276) upon attaining the age of seventy-five (75) years was approved by the Members of the Company by way of a Special Resolution passed at the General Meeting held on 28th June 2025, and accordingly, the requirements under the said Regulation stand duly complied with."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to finalise the terms and conditions of the re-appointment, execute necessary documents, make requisite filings and intimations with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-	Sd/-
Mr. Arun Purushottam Kelkar	**Mr. Vikram Arun Kelkar**
Chairman & Executive Director	Managing Director
DIN: - 00171276	DIN: - 02302364

Place: Mumbai
Date: 12/08/2026

NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, 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 for the time being in force and as amended from time to time, companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. The Registered Office of the Company shall be the deemed venue for the AGM.

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 Secret arial 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 AGM. 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 AGM will be provided by National Securities Depository Limited.

The procedure for participating in the Meeting through VC/OAVM is explained below: -

4. The Notice along with the Annual Report will be circulated to all the Members of the Company, at their registered email address only. There will be no physical dispatch of the Annual Report and AGM Notice to the Members.

5. The Explanatory Statement in pursuance to the provisions of Section 102 of the Companies Act, 2013, towards the Special Business proposed to be

undertaken in the Annual General Meeting is attached to this Notice.

6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

7. The record date for determining the eligibility of shareholders as on a particular date, to whom dividend shall be payable shall be **Tuesday, 15th September 2026**.

8. Pursuant to the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. A separate communication providing detailed information and instructions with respect to tax on the Final Dividend for the financial year ended 31st March, 2026 is being sent to the Members. The said communication will also be made available on the Company's corporate website https://hexagonnutrition.com/ .

   Unclaimed dividend and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government, pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules, 2016. Members are requested to claim the said dividend, details of which are available on the Company's corporate website at https://hexagonnutrition.com/ .

9. 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 AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

10. Members are requested to attend the AGM through laptop/tablet and ensure a stable internet connection during the course of the meeting.

11. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. 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 the evoting@nsdl.com and 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 AGM and vote there at.

12. 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.

13. The Meeting via VC/OAVM allows participants to raise questions immediately. Members requiring specific queries on the financial statements may send their queries to the Company on email: cs.hnpl@hexagonnutrition.com 7 days prior to the AGM to enable the Chairman to answer the said questions. The Board/Chairman shall answer the questions, at their discretion.

14. 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.

15. 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.

16. 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.

17. Attendance of members through VC/OAVM shall be counted for the purpose of reckoning quorum as per Section 103 of the Companies Act, 2013.

18. For any technical assistance in respect of attending the AGM, the members may contact Mr. Mohammad Zaid on call: +91 7208960217 or on email: support@hexagonnutrition.com on the date of the AGM.

19. The Poll if demanded by the members, present in person, where allowed, and having not less than one-tenth of the voting power or holding shares on which aggregate sum of not less than ₹ 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.

20. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Annual Report for Financial Year 2025-26, which, inter alia, comprises of the Audited Standalone Financial Statements along with the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements along with the Reports of the Auditors thereon for the Financial Year ended March 31, 2026 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 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”). Members may note that the Notice and Annual Report for the financial year ended March 31, 2026 will also be available on the Company’s website https://hexagonnutrition.com/, website of the Stock Exchange, NSDL and RTA.

21. The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., conducting AGM through VC/OAVM, date and time of AGM, availability of notice of AGM 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.

22. 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).

23. 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 AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. 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 AGM, i.e. September 22, 2026. Members seeking to inspect such documents may send an email request to cs.hnpl@hexagonnutrition.com.

24. 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.

25. 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.

26. 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.

27. 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.

28. 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.

29. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.

30. Ms. Rachana Shanbhag, Practicing Company Secretary (Membership No 8227. , Certificate of Practice No. 9297), 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 AGM 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 National Stock Exchange of India Limited within the time stipulated under the applicable laws and shall be hosted on the website of the Company and on the website of (name of e-voting service provider). The Resolutions set forth in this Notice shall be deemed to be passed on the date of the AGM i.e. September 22, 2026, subject to receipt of the requisite number of votes in favour of the Resolutions.

31. A copy of the Notice calling the AGM along with Annual Report for the financial year 2025-26 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 **Saturday, 19th September, 2026 at 9:00 a.m. (IST) and end on Monday, 21st September, 2026 at 5:00 p.m. (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. 15th September 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 15th September, 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.	1. 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 2. 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. 5. 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.

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 user 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 shareholder 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 AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to evoting@nsdl.com 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.

1. Members are encouraged to join the Meeting through Laptops for better experience.
2. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. 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.
4. 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

I. Speaker Registration:

Members of the Company, holding shares as on the cut-off date i.e. Tuesday, September 15, 2026 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to cs.hnpl@hexagonnutrition.com during the period from Friday, September 18, 2026 9:00 A.M. IST upto Monday, September 21, 2026 5:00 P.M. IST 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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the speaker session.

II. Submission of questions / queries prior to the AGM:

Members holding shares as on cut-off date i.e. Tuesday, September 15, 2026 and desiring any additional information with regards to Accounts/ Annual Reports 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 AGM 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 AGM. The Company will, at the AGM, endeavour to address the queries from those Members who have sent queries from their registered e-mail IDs.

III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 15, 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice convening the Annual General Meeting ("AGM") of the Company.

ITEM NO. 4: TO RATIFY REMUNERATION TO BE PAID TO COST AUDITORS FOR FY 2026-27

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor appointed by the Board of Directors is required to be ratified by the Members of the Company.

The Board of Directors, based on the recommendation of the Audit Committee, has appointed M/s. KPMSS & Associates, Cost Accountants (Firm Registration No. 005229) as the Cost Auditors of the Company for conducting the audit of cost records maintained by the Company for the financial year ending 31st March 2027.

The Board has approved the payment of remuneration of ₹70,000/- (Rupees Seventy Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit, subject to ratification by the Members of the Company. Accordingly, approval of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

Details with respect to change in Auditors of the Company as required under Regulation 30 Read with Schedule III of the Listing Regulations, SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30,2026 are attached as Annexure-I.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO. 5: TO APPOINT M/S. N. L. BHATIA & ASSOCIATES, PRACTISING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), every listed entity is required to appoint a Secretarial Auditor for conducting the secretarial audit and issuing the Secretarial Audit Report in Form MR-3.

The Board of Directors of the Company, at its meeting held on 10th June 2026, approved the appointment of M/s. N. L. Bhatia & Associates, Practising Company Secretaries, as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years commencing from Financial Year 2026-27 up to Financial Year 2030-31, subject to the approval of the Members of the Company at the ensuing Annual General Meeting. The Company proposes to appoint M/s. N. L. Bhatia & Associates, Practising Company Secretaries, as the Secretarial Auditor of the Company for a period of five consecutive financial years commencing from FY 2026-27 up to FY 2030-31, subject to approval of the Members.

The proposed appointment is in accordance with the applicable provisions of the Companies Act, 2013, SEBI LODR Regulations and other applicable laws. The Secretarial Auditor shall conduct the secretarial audit and issue the Secretarial Audit Report in Form MR-3 for each financial year within the prescribed timelines.

Details with respect to change in Auditors of the Company as required under Regulation 30 Read with Schedule III of the Listing Regulations, SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30,2026 are attached as Annexure-I

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6: TO APPROVE APPOINTMENT OF MR. RAGHUNATH SAWANT (DIN: 11863172) AS EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Raghunath Sawant (DIN: 11863172) as an Additional Director of the Company with effect from 12th August 2026 pursuant to the provisions of Section 161(1) of the Companies Act, 2013.

In terms of Section 161(1) of the Act, Mr. Raghunath Sawant holds office as Additional Director up to the date of the ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Act proposing his candidature for appointment as Director of the Company.

Considering his extensive experience, operational expertise, leadership capabilities and contribution towards the business operations and growth objectives of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, proposes to appoint Mr. Raghunath Sawant as an Executive Director of the Company for a term of five (5) years commencing from 12th August 2026 and ending on 11th August 2031, liable to retire by rotation, subject to the approval of the Members and such other approvals as may be required under applicable laws.

The terms and conditions of his appointment, including remuneration, shall be determined by the Board of Directors in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Nomination and Remuneration Policy of the Company. The proposed remuneration payable to Mr. Raghunath Sawant shall be up to ₹50,60,000/- (Rupees Fifty Lakhs Sixty Thousand only) per annum, including salary, allowances, perquisites and other benefits, as may be determined by the Board of Directors from time to time, subject to applicable statutory limits and approvals.

The Company has received from Mr. Raghunath Sawant:

- consent to act as Executive Director of the Company;
- confirmation that he is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013;
- declaration that he satisfies the criteria prescribed under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable; and
- such other declarations, confirmations and disclosures as required under the Companies Act, 2013 and the SEBI Listing Regulations.

A brief profile and other details of Mr. Raghunath Sawant pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are annexed to the Notice as Annexure II.

The Board is of the opinion that the appointment of Mr. Raghunath Sawant as Executive Director would be beneficial to the Company, considering his experience and expertise in operations and his expected contribution to the Company's business and growth. Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Except Mr. Raghunath Sawant, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution.

ITEM NOS. 7, 8 AND 9: REVISION IN REMUNERATION OF EXECUTIVE DIRECTORS

The Members are informed that based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the Members of the Company, the Board of Directors, at its meeting, approved the revision in remuneration payable to:

1. Mr. Arun Purushottam Kelkar (DIN: 00171276), Chairman & Executive Director;
2. Mr. Vikram Arun Kelkar (DIN: 02302364), Managing Director; and
3. Dr. Nikhil Arun Kelkar (DIN: 02302369), Joint Managing Director.

The proposed revision in remuneration has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors after considering various factors including:

Justification and Terms of Revised Remuneration 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 their increased roles, strategic leadership, extensive industry experience, and overall business growth.

The breakdown of the proposed revised remuneration structures, effective from [Effective Date, e.g., April 1, 2026], 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. 7)**	**Mr. Vikram Arun Kelkar (Item No. 8)**	**Dr. Nikhil Arun Kelkar (Item No. 9)**
Basic Salary	₹ 82,51,248	₹ 1,09,61,916	₹ 90,02,724
Benefits	₹ 2,26,061	₹ 3,00,326	₹ 2,46,650
Bonuses	₹ 6,24,844	₹ 8,30,116	₹ 6,81,752
Stock options	-	-	-
Pension	-	-	-
Perquisites & Allowances	₹ 71,34,266	₹ 95,02,426	₹ 77,41,188
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)	Upto ₹ 1,82,00,000	Upto ₹ 2,42,00,000	Upto ₹ 1,99,00,000
Remuneration Last Drawn (FY 2025-26)	₹ 1,62,36,419	₹ 2,15,94,784	₹ 1,76,72,314

Disclosure as per Schedule V of Companies Act, 2013:

The revision in remuneration is proposed to be effective from the respective dates mentioned in the resolutions and shall remain subject to applicable statutory approvals. In case of absence or inadequacy of profits, the remuneration shall be governed by the provisions of Schedule V to the Companies Act, 2013.

The Board recommends the Special Resolutions set out at Item Nos. 7, 8 and 9 for approval of the Members. Except Mr. Arun Purushottam Kelkar, Mr. Vikram Arun Kelkar, Dr. Nikhil Arun Kelkar and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this Resolution.

I. GENERAL INFORMATION:

(1) Nature of industry	Hexagon Nutrition 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:	Not applicable (Existing Business)

₹ in Millions

	Particulars	Consolidated financial data for FY 2025-26	Standalone financial data for FY 2025-26
(4) Financial performance based on given indicators	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 DIRECTORS:

Background details, job profile and his suitability, recognition and awards	Please refer Annexure II to AGM Notice.
Past remuneration and Remuneration Proposed	Please refer Annexure II to the AGM Notice.

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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.		
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 Jt. 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 Dr. Nikhil Kelkar
	Mr. Arun Kelkar	Shareholder and Director of the Company	• Brother of Mr. Subhash Kelkar • Father of Dr. Nikhil Kelkar and Mr. Vikram Kelkar
	Mr. Subhash Kelkar	Shareholder and Director of the Company	• Brother of Mr. Arun Kelkar • Father of Mr. Aditya Kelkar
	Mr. Aditya Kelkar	Shareholder and Director of the Company	• Son of Mr. Subhash Kelkar
III. OTHER INFORMATION			
Reasons of loss or inadequate profits	NA		
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. The Board proposes the item no. 7 to 9 to the Shareholders to be passed as the Special Resolutions. None of the Directors, key managerial personnel, and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except as disclosed hereinabove and their shareholding in the Company, if any		
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.		

ITEM NO. 10: ALTERATION OF ARTICLES OF ASSOCIATION

The Members are informed that in connection with the initial public offering of the Company and to align the rights of the Compulsorily Convertible Preference Shareholders ("CCPS Holders") with applicable laws and regulatory requirements, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board of Directors at its meeting held on 20th April 2026 approved the execution of a Waiver Agreement with the Compulsorily Convertible Preference Shares (CCPS) Holders.

The Waiver Agreement provides for waiver, modification and cessation of certain special rights, privileges and protections available to the CCPS Holders under the Share Subscription Agreement, Shareholders' Agreement dated 05th February 2025 and Articles of Association of the Company.

Considering the conversion of the CCPS into equity shares and pursuant to the listing of the equity shares on the stock exchanges, Part B of the existing Articles of Association which granted specific rights to Malani Ventures are not applicable to the company and inconsistent with the rights of listed company. Accordingly, the Company is required to amend the Articles of Association for the purpose of bringing the same in line with the Table F of the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

Accordingly, it is proposed to alter the Articles of Association of the Company by:

a) deletion of Part B of the Articles of Association in its entirety; and

b) Removal of references relating to Malani Ventures Private Limited and its affiliates wherever appearing.

The copy of the existing Articles of Association of the Company with the proposed amendments are available at the website of the Company at 404, Global Chambers, Off Link Road, Andheri (West), Mumbai – 400053 for the perusal of the members and also available for inspection at the registered office of the company on all working days between 11:00 AM to 2:00 PM.

The proposed alteration will ensure that the Articles of Association are aligned with the current shareholding structure, applicable laws and regulatory requirements. Pursuant to Section 14 of the Companies Act, 2013, alteration of Articles of Association requires approval of the Members by way of a Special Resolution. The Board recommends the Special Resolution set out at Item No. 10 for approval of the Members.

None of the Directors, Key Managerial Personnel, and their relatives are concerned or interested in the proposed resolution.

ITEM NO. 11: TO CONSIDER AND RECOMMEND THE RE-APPOINTMENT OF MR. ARUN PURUSHOTTAM KELKAR (DIN - 00171276) AS A CHAIRMAN & EXECUTIVE DIRECTOR OF THE COMPANY

The Members are informed that the current term of office of Mr. Arun Purushottam Kelkar as Chairman & Executive Director of the Company is expiring and the Company proposes to re-appoint him for a further period of five (5) years with effect from 29th September 2026.

Mr. Arun Purushottam Kelkar has been associated with the Company from the date of incorporation and has provided valuable leadership, strategic guidance and significant contribution towards the growth and development of the Company. The Nomination and Remuneration Committee has evaluated his qualifications, experience, expertise, integrity, performance and suitability for continuation as Chairman & Executive Director of the Company and has recommended his re-appointment.

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. The proposed re-appointment for a further period of five (5) years commencing from 29th September 2026 and ending on 28th September 2031 is subject to the approval of the Members and compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

Additional Information Pursuant to Regulation 36(3) of SEBI LODR & Secretarial Standard-2 (SS-2) is attached as Annexure II.

A brief profile and other relevant details of Mr. Arun Purushottam Kelkar are annexed to this Notice. The Board recommends the Special Resolution set out at Item No. 11 for approval of the Members.

Except Mr. Arun Purushottam Kelkar and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this Resolution.

ANNEXURE – I

Details under SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026

Sr. No.	PARTICULARS	M/s. KPMSS & Associates, Cost Accountants	M/S. N. L. Bhatia & Associates, Practising Company Secretaries
2	Reason for change viz. appointment / resignation etc.	Re-Appointment	Appointment
3	Date of appointment / reappointment / cessation (as applicable) & term of appointment / reappointment;	30th June 2026 for a period of one year	10th June 2026 for a period of 5 years
4	Brief Profile (in case of appointment)	-	N. L. Bhatia & Associates (NLBA) is one of the oldest practicing Company Secretaries firms in India, established in 1996. The firm is led by its Founder Partner, CS N. L. Bhatia. The firm serves a diverse clientele comprising MNCs, listed and unlisted public companies, private companies, LLPs and start-ups, offering tailored solutions to meet their corporate secretarial, compliance and governance requirements.
5	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable

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

Sd/-
Mr. Arun Purushottam Kelkar
Chairman & Executive Director
DIN: - 00171276

Sd/-
Mr. Vikram Arun Kelkar
Managing Director
DIN: - 02302364

Place: Mumbai
Date: 12/08/2026

ANNEXURE-II

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	**DR. NIKHIL ARUN KELKAR (DIN: 02302369)**	**MR. ARUN PURUSHOTTAM KELKAR (DIN: 00171276)**	**MR. RAGHUNATH SAWANT (DIN: 11863172)**	**MR. VIKRAM ARUN KELKAR (DIN: 02302364)**
Designation	Joint Managing Director	Chairman & Executive Director	Executive Director	Managing Director
Date of Birth	16/12/1978	01/05/1950	13/03/1985	17/11/1981
Age	47	76	41	44
Nationality	New Zealand	Indian	Indian	Indian
Date of Appointment / Reappointment	21/08/2008	27/05/1993	12/08/2026	1/09/2005
Appointment/ Re-appointment/Change in Designation	Reappointment (Retiring by Rotation)	Re-Appointment	Appointment (Regularisation as a Director)	-
Qualifications	He is the Joint Managing Director of our Company. He holds a bachelor's degree in Dental Surgery from the Nair Hospital Dental College, University of Mumbai and Diploma in Marketing Management from Narsee Monjee Institute of Management Studies.	Mr. Arun Purushottam Kelkar is the Chairman and Executive Director of our Company. 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 Diploma in Food Technology from Maharashtra State Board of Technical Education.	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	He was a practising Dental Surgeon for 7 years and was also a member of the New Zealand Dental Association. He has over 15 years of experience in various aspects of food and nutrition business. He heads the branded nutrition products segment (domestic and international) and the finance department at the group level and plays a crucial role in product development.	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. He is a visionary who as the Chairman and Executive Director of our Company, has been instrumental in formulating and implementing strategies and policies of our Company.	He is General Manager Operations and Corporate Quality department of our Company and has been associated with the company since July 20, 2022. He has over 17 years of experience in Quality and Assurance, Regulatory and Operations. He was previous associated with Chitale Sweet and Snacks Private Limited, Godrej and Boyce Manufacturing Company Limited and Parle Agro Private Limited.	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	Liable to retire by Rotation	Not liable to retire by Rotation	Liable to retire by Rotation	-
Remuneration sought to be paid	As per resolution at Item No. 9	As per resolution at Item No. 7	As per resolution at Item No. 6	As per resolution at Item No. 8
Remuneration last drawn as a Director (FY 2025-26)	₹ 1,76,72,314 from Company	₹ 1,62,36,419 from Company	-	₹ 2,15,94,784 from Company
Directorship in other listed entities	NIL	NIL	NIL	NIL

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Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	1) Hexagon Nutrition (International) Private Limited 2) Hexagon Nutrition Healthcare Private Limited	NIL	NIL	1) Hexagon Nutrition (International) Private Limited 2) Hexagon Nutrition Healthcare Private Limited
Committee Positions in Hexagon Nutrition Limited	Member of Risk Management Committee	1) Member of Nomination & Remuneration Committee 2) Member of Stakeholder Relationship Committee 3) Chairperson of Corporate Social Responsibility Committee	NIL	1) Member of Risk Management Committee 2) Member of Corporate Social Responsibility Committee
Committee Positions in other Public Limited Companies	NIL	NIL	NIL	NIL
Names of listed entities from which the directors have resigned in the past 3 (three) years	NIL	NIL	NIL	NIL
Relation between Directors	Son of Mr. Arun Purushottam Kelkar and Brother of Mr. Vikram Arun Kelkar	Father of Dr. Nikhil Arun Kelkar and Mr. Vikram Arun Kelkar	Not related	1.Son of Mr. Arun Kelkar 2.Brother of Dr. Nikhil Kelkar
Number of Shares held in Hexagon Nutrition Limited	21,216,068	22,809,929	NIL	25945044

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

Sd/-	Sd/-
Mr. Arun Purushottam Kelkar	**Mr. Vikram Arun Kelkar**
Chairman & Executive Director	Managing Director
DIN: - 00171276	DIN: - 02302364

Place: Mumbai
Date: 12/08/2026