



HGS(INDIA)LIMITED

REGISTERED & HEAD OFFICE: I & II Floors, Portion-2, A-259 Defence Colony, New Delhi-110024
TELE: 011-46066603/04FAX: 24332771/2772 e-mail: sales@hgsindia.com web:www.hgsindia.com
CIN: U74899DL1986PLC023341

NOTICE FOR FORTIETH ANNUAL GENERAL MEETING

NOTICE is HEREBY GIVEN that the 40th (Fortieth) Annual General Meeting of members of HGS (INDIA) LIMITED will be held on Friday, the 29th August 2025, at 11:00 AM to transact the following businesses: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss account, Cash Flow statement for the period ended on that date, the Auditor's Report thereon and the Director's Report thereto.
2. To declare the final dividend of ₹ 6/- per share (Rupees Six Only) amounting to ₹ 42,663,600/- on 7,110,600 issued, subscribed and paid-up Equity Shares of the Company for the reporting period
3. To appoint a Whole Time Director in place of Mr. Dhiraj Kumar Vashista (DIN 10579663), who retires by rotation and being eligible, offers himself for re-appointment and to appoint
4. To re-appoint Auditors and fix their remuneration and in this regard if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s S Ramanand Aiyar & Co., Chartered Accountants (Firm Registration No. 000990N), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To regularize the terms of appointment of **MR. SAMIR GUGNANI**. The Board of Directors in their meeting held on 17.01.2025 decided to enter into a new agreement with revised terms of appointment, effective from **17th January, 2025** up till **16th January, 2027**, overriding the existing agreement subsisting between Mr. Samir Gugnani, Director, and the Company. However, the terms and conditions including remuneration are subject to ratification by the shareholders in the Annual General Meeting and in this regard if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 197 & Section 179, read with provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and applicable clauses of the Articles of Association of the Company, the revised Agreement For Professional Services of Mr. Samir Gugnani (DIN: 03518423) is hereby approved for a period beginning from **17th January, 2025** up till **16th January, 2027** and consent is granted to pay him remuneration by way of 'Professional Fees'.



Company shall pay to consultant:

(i) Monthly Professional Fees: -

A lumpsum amount of INR 3,14,000 (Rupees Three Lakhs Fourteen Thousand Only) per month towards Professional Fees will be released against Invoice.

(ii) Any increase in the lumpsum amount for any renewed period will be based on financial performance of the Company and as decided by the Board of Directors.

(iii) Business Expenses and Tour expenses incurred by the Consultant on behalf of the Company will be reimbursed at actuals. All such reimbursable expenses should be supported by original or otherwise verifiable receipts. Company may withhold reimbursement for any unsupported expenses. Any major disbursements shall require prior approval of the Company.

Sitting Fees payable for every attended Board Meeting.

He shall be liable to retire by rotation.

"RESOLVED FURTHER THAT Mr. Anil Dass (DIN: 00043366), Managing Director of the Company be and is hereby authorized to sign and submit all the requisite documents to make the above resolution effective and to file the prescribed E-Form with the Registrar of Companies within the prescribed time."

6. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION** to seek approval of the Members with regard to payment of remuneration to MR. ANIL DASS (DIN 00043366), Managing Director of the Company

RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr Anil Dass (DIN 00043366), Managing Director of the Company, as approved by the Board of Directors in their meeting held on 20.06.2025, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197. The same has been discussed in the Explanatory Notes.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during period of his appointment, the Company has no profits or its profits are inadequate, the Company shall continue to pay the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances and benefits as aforesaid;

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to sign and file the necessary forms, returns, and documents with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, and things as may be necessary to give effect to the above resolution."



7. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION** to seek approval of the Members with regard to payment of remuneration to MR. SAMIR GUGNANI (DIN 03518423), Director of the Company

RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr Samir Gugnani (DIN 03518423), Director of the Company, as approved by the Board of Directors in their meeting held on 20.06.2025, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197. The same has been discussed in the Explanatory Notes.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during period of his appointment, the Company has no profits or its profits are inadequate, the Company shall continue to pay the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances and benefits as aforesaid;

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to sign and file the necessary forms, returns, and documents with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, and things as may be necessary to give effect to the above resolution."

8. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION** to seek approval of the Members with regard to payment of remuneration to MR. DHIRAJ KUMAR VASHISTA (DIN 10579663), Whole Time Director of the Company

RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr Dhiraj Kumar Vashista (DIN 10579663), Director of the Company, as approved by the Board of Directors in their meeting held on 20.06.2025, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197. The same has been discussed in the Explanatory Notes.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during period of his appointment, the Company has no profits or its profits are inadequate, the Company shall continue to pay the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances and benefits as aforesaid;

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to sign and file the necessary forms, returns, and documents with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, and things as may be necessary to give effect to the above resolution."



9. To approve continuation of Directorship of **MR. BRIJENDRA SINGH (DIN 00035599)** as Non-Executive Directors beyond the age of 75 years, the following Resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Brijendra Singh (DIN 00035599), as Non-Executive Directors of the Company beyond the age of 75 years on the same terms and conditions as already approved by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

10. To approve continuation of Directorship of **MR. ANAND NARAIN BHATIA (DIN: 00148983)** as Non-Executive Directors beyond the age of 75 years, the following Resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Anand Narain Bhatia (DIN: 00148983), as Non-Executive Directors of the Company beyond the age of 75 years on the same terms and conditions as already approved by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

**By order of the Board
FOR HGS(INDIA) LIMITED**

**ANIL DASS
Director
DIN: 00043366**

**Date: 30.07.2025
Place: New Delhi**



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

2. The instrument appointing the proxy, duly completed, stamped, and signed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. The proxy form for the AGM is enclosed herewith.
3. Members are requested to notify the Company immediately of their Bank Account Number and name of the Bank and Branch, so that payment of dividend can be made directly in Members' Bank Account and avoid delay / default.
4. Shareholders are requested to forward their e-mail addresses to the Company at sgupta@hgsindia.com if they have not done so in order for them to receive the Annual Report & other communication from the Company.
5. Members / Proxies should bring the Attendance Slip Duly filled in for attending the meeting and are requested to bring their copies of the Annual Report and Accounts to the meeting.
6. In case of joint holders attending the meeting, the member whose name appears as First Holder in Register of Members of the Company will be entitled to vote.
7. Corporate members intending to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting through email at sgupta@hgsindia.com. The Board Resolution must be received by the Company latest by close of the working hours of 27th August, 2025.
8. The Company has notified closure of Register of Members and Share Transfer Books from **22nd August, 2025 to 29th August, 2025** for determining the names of members eligible for dividend on Equity Shares.
9. The dividend, if declared at the meeting will be paid to those Shareholders whose names appear on the Register of Members as on Record date.
10. Record date for dividend is **22nd August, 2025**.
11. BEETAL Financial & Computer Services Pvt Ltd, BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062, are the Registrar and Share Transfer Agent of the Company to deal with the electronic share registry.



12. Members are requested to notify the Company or Registrar and Share Transfer Agent immediately in case of change of their Bank Account Number and name of the Bank and Branch to their respective Depository Participant in the case of DEMAT shares, so that payment of dividend when made directly in the Bank Account of Shareholders to avoid delay/default.
13. Members are requested to notify immediately any change in their email address to the Company at sgupta@hgsindia.com or Registrar and Share Transfer Agents in the case of physical holdings and to their respective Depository Participant in case of DEMAT shares.
14. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.hgsindia.com

**By order of the Board
FOR HGS(INDIA) LIMITED**

**ANIL DASS
Director
DIN: 00043366**

**Date: 30.07.2025
Place: New Delhi**



Statement pursuant to Section 102 (1) of Companies Act, 2013

Item No.: 5

Regularization of terms of appointment of Mr. Samir Gugnani (DIN: 03518423).

The Company had in its Annual General Meeting held on 20th day of September, 2023 reappointed Mr. Gugnani as Non- Executive Director for a further term of two years from 1st April 2023 to 31st March 2025.

However, the Board of Directors in their meeting held on 17.01.2025 decided to enter into a new agreement with revised terms of appointment, effective as from 17th January, 2025 up till 16th January, 2027, overriding the existing agreement subsisting between Mr. Samir Gugnani, Director, and the Company.

The terms and conditions including remuneration are subject to approval of the members in the ensuing Annual General Meeting (AGM) by way of Ordinary Resolution, hence the Board recommends the said **Resolution No. 5** for approval by the members of the Company.

Remuneration shall be payable as 'Professional Fees' to Mr. Gugnani, as approved by the Board, and is as follows:

(i) Monthly Professional Fees: -

A lumpsum amount of INR 3,14,000 (Rupees Three Lakhs Fourteen Thousand Only) per month towards Professional Fees will be released against invoice.

(ii) Performance-Based Renewal Increase

Any increase in the lumpsum amount for any renewed period will be based on financial performance of the Company and as decided by the Board of Directors.

(iii) Business Expenses

Tour expenses incurred by the Consultant on behalf of the Company will be reimbursed at actuals. All such reimbursable expenses should be supported by original or otherwise verifiable receipts. Company may withhold reimbursement for any unsupported expenses. Any major disbursements shall require prior approval of the Company.

None of the Directors except Mr. Gugnani, being the appointee is interested in the aforesaid resolution.

Item No.: 6

To approve the limit of managerial remuneration payable Mr Anil Dass even if in excess of prescribed limit of the Net Profits of the Company.

The managerial remuneration payable by a Public Company, to its Directors, including Managing Director and Whole-Time Director, and its manager in respect of any Financial Year shall not exceed



5% of the net profits of that Company for that Financial Year computed in the manner laid down in

Section 198. Provided that the Company in General Meeting may authorize the payment of remuneration exceeding 5% of the net profits of the Company, subject to the provisions of Schedule V.

Thus, pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company by passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors even if it exceeds the prescribed limit.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of Special Resolution, for payment of remuneration to Mr. Anil Dass, details are below mentioned: -

Name of Director	MR. ANIL DASS
DIN	00043366
DATE OF BIRTH	28/02/1955
CATEGORY OF DIRECTORSHIP	MANAGING DIRECTOR
QUALIFICATION	Graduate from St. Stephens College, Delhi University, and Chartered Institute of Management Accountants, UK
BACKGROUND DETAILS	<p>Mr. Anil Dass is an Associate member of the Chartered Institute of Management Accountants (CIMA), U.K. Before joining HGS in 1986, he worked as a Management Consultant with A.F. Ferguson & Co. for about 2 years and GEC UK, GEC New Zealand and Apple and Pear Board as Cost & Management Accountant for about 6 years.</p> <p>Mr. Dass has been chiefly responsible for the conception & initiation of the project to manufacture Geophone Strings & Seismic Cables. He currently looks after the entire operations of the Company viz, marketing, production, R&D, project finance & administration under the guidance of the distinguished Board.</p>
Remuneration sought to be paid	<p>a) Basic Salary: Rs 4,91,400 – 39,350 – 5,70,100 per month.</p> <p>b) Commission : At a rate not exceeding 1 % (one percent) of the net profits of the Company.</p> <p>c) Perquisites :</p> <p>i) Housing: The Expenditure by the Company on hiring (furnished or unfurnished) accommodation for the appointee will not exceed 60% of the Salary. In case no accommodation is provided by the Company; the appointee shall be entitled to house rent allowance of 60 % of salary.</p>



	<p>The expenditure incurred by the Company, on gas, electricity and water shall be valued as per Income Tax Rule, 1962 and subject to a ceiling of ten percent of the salary of the appointee.</p> <p>ii) Reimbursement of Medical Expenses incurred for the appointee and his family subject to a ceiling of one month's salary in a year or four month's salary over a period of four years.</p> <p>iii) Leave Travel Concession for the appointee and his family once a year to any destination in India subject to one month's salary per year.</p> <p>iv) Fees of clubs including annual membership to health club, subject to a maximum of two clubs. This will not include life membership fees.</p> <p>v) Personal Accident Insurance premium not exceeding Rs 10,000/- per annum</p> <p>vi) Provident Fund / Gratuity as per company rules.</p> <p>vii) Free Use of Company's Car, Driver and Telephone at residence for use on company's business. Personal long distance calls on telephone and use of car for private purpose shall be billed by company to the appointee.</p> <p>viii) Encashment of leave at the end of the tenure.</p> <p>No Sitting fee payable.</p>
Details of shareholding in the Company	He holds 1046800 shares i.e. approximately 14.72% of shares in the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	N.A.
Details of Directorship in other Companies	<p>i. SOWAR PRIVATE LIMITED</p> <p>ii. SOWAR CONSULTANTS PVT LTD</p> <p>iii. HGS PRODUCTS B.V. (NETHERLAND)</p> <p>iv. HGS (INDIA) LIMITED</p> <p>v. HGS (INDIA) SALES AND SERVICES PRIVATE LIMITED</p>



Item No.: 7

To approve the limit of managerial remuneration payable Mr Samir Gugnani even if in excess of prescribed limit of the Net Profits of the Company.

The managerial remuneration payable by a Public Company, to its Directors, including Managing Director and Whole-Time Director, and its manager in respect of any Financial Year shall not exceed 5% of the net profits of that Company for that Financial Year computed in the manner laid down in

Section 198. Provided that the Company in General Meeting may authorize the payment of remuneration exceeding 5% of the net profits of the Company, subject to the provisions of Schedule V.

Thus, pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company by passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors even if it exceeds the prescribed limit.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of Special Resolution, for payment of remuneration to Mr. Samir Gugnani, details are below mentioned: -

Name of Director	MR. SAMIR GUGNANI
DIN	03518423
DATE OF BIRTH	09/11/1962
CATEGORY OF DIRECTORSHIP	NON-EXECUTIVE DIRECTOR
QUALIFICATION	B-Tech and MBA
BACKGROUND DETAILS	He has almost four decades of industry experience in managing diverse manufacturing operations, implementing corporate strategies, and overcoming complex business challenges. He is a visionary, strategist, and tactician. And has a consistent record of delivering results in growth, revenue, operational performance, and profitability. With a strong focus on leveraging human capital, he excels in mentoring and motivating professionals while providing effective leadership.
Remuneration sought to be paid	Company shall pay to consultant: (i) Monthly Professional Fees: - A lumpsum amount of INR 3,14,000 (Rupees Three Lakhs Fourteen Thousand Only) per month towards Professional Fees will be released against Invoice. (ii) Any increase in the lumpsum amount for any renewed period will be based on financial performance of the Company and as decided by the Board of Directors.



	(iii) Business Expenses and Tour expenses incurred by the Consultant on behalf of the Company will be reimbursed at actuals. All such reimbursable expenses should be supported by original or otherwise verifiable receipts. Company may withhold reimbursement for any unsupported expenses. Any major disbursements shall require prior approval of the Company. Sitting Fees of Rs 15000/- payable for every attended Board Meeting.
Details of shareholding in the Company	N.A.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	N.A.
Details of Directorship in other Companies	i. HGS (INDIA) LIMITED

Item No.: 8

To approve the limit of managerial remuneration payable Mr Dhiraj Kumar Vashista even if in excess of prescribed limit of the Net Profits of the Company.

The managerial remuneration payable by a Public Company, to its Directors, including Managing Director and Whole-Time Director, and its manager in respect of any Financial Year shall not exceed 5% of the net profits of that Company for that Financial Year computed in the manner laid down in

Section 198. Provided that the Company in General Meeting may authorize the payment of remuneration exceeding 5% of the net profits of the Company, subject to the provisions of Schedule V.

Thus, pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company by passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors even if it exceeds the prescribed limit.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of Special Resolution, for payment of remuneration to Mr Dhiraj Kumar Vashista, details are below mentioned: -

Name of Director	MR. DHIRAJ KUMAR VASHISTA
DIN	10579663
DATE OF BIRTH	16/11/1973
CATEGORY OF DIRECTORSHIP	WHOLE TIME DIRECTOR
QUALIFICATION	CA, FCMA, CGMA, ACCA



BACKGROUND DETAILS	<p>He is a visionary Finance Professional with 25+ years of distinguished experience in Financial Planning & Analysis, Strategic Research, Supply Chain Optimization, Budgeting & Forecasting, Corporate Governance, and Change Management. He has demonstrated excellence across diverse sectors including Export Oriented Units (EOUs), Retail & Manufacturing, Geophones, Multinational Corporations (MNCs), Architectural Hardware Solutions, and the Filtration Industry.</p> <p>He is well recognized for strategic leadership and cross-functional expertise, with advanced proficiency in SAP, Management Information Systems (MIS), Cost Optimization.</p>
Remuneration sought to be paid	<p>Basic Salary: Rs 97,000 per month. House Rent Allowance: Rs 48500/- pm Performance Allowance: Rs 90000/- pm Medical Allowance: Rs 20000/- pm Children Education Allowance: Rs 800/- pm Telephone Expenses Reimbursement: Rs 75000/- pa Leave Travel Allowance: Rs 97000/- pa Bonus/Ex-Gratia: As per Company rules</p> <p>No Sitting fee payable.</p>
Details of shareholding in the Company	N.A.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	N.A.
Details of Directorship in other Companies	i. HGS (INDIA) LIMITED

Item No.: 9

To approve continuation of Directorship of **MR. BRIJENDRA SINGH (DIN 00035599)** as Non-Executive Directors beyond the age of 75 years.

The Company Pursuant to sub - regulation 17(1A) of SEBI (Listing Obligations & Disclosure

Requirements) Regulations, 2015 mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect.

Though our Company HGS (INDIA) LTD is not a listed entity, however taking future possibilities into



account, the Company has placed for member's consideration and approval for continuation of Directorship of Mr. Brijendra Singh (DIN 00035599), and Mr. Anand Narain Bhatia (DIN: 00148983) as Non-Executive Directors of the Company beyond the age of 75 years on the same terms and conditions as already approved.

The details of **MR. BRIJENDRA SINGH** is mentioned herein below:

Sr. No.	Particulars	Disclosures
1.	Age	81 years
2.	Qualification	Graduate and an Alumni of National Defense Academy
3.	Background details	Mr. Brijendra Singh (Din 00035599) Director of the Company, is a distinguished entrepreneur renowned for his expertise in Business Operations, Strategies and Financial Management. With a career spanning over 30 years, Mr. Brijendra Singh with his ability to device long-term growth strategies makes him key figure in the Company's continued achievements and has been pivotal in shaping Company's success.
4.	Past remuneration	Only Sitting Fee of Rs 15000/- for every attended Board Meeting.
5.	Remuneration sought to be paid	Only Sitting Fee of Rs 15000/- for every attended Board Meeting.
6.	Job profile and his suitability	In recognition of Mr. Brijendra Singh proven capabilities and valuable contributions to the growth and success of the Company, it is proposed that he continues to hold Directorship even post crossing the age of 75 years.
7.	Details of shareholding in the Company	He holds 496434 shares i.e. approximately 6.98% of shares in the Company.
8.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	His Son ANIL HENRIK RAMEL SINGH is a shareholder of the Company. His Daughter CHAYA CECILIA RAMEL HOMANN is a shareholder of the company. His Brother SHASHI SINGH is a shareholder of the company. His Brother SHAIENDRA SINGH is a shareholder of the company.
9.	Details of Directorship in other Companies	ii. SOWAR PRIVATE LIMITED iii. SOWAR CONSULTANTS PVT LTD



		iv. QUEENSGATE HOLDINGS (INDIA) PRIVATE LIMITED v. HGS (INDIA) LIMITED vi. HGS (INDIA) SALES AND SERVICES PRIVATE LIMITED
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Item No.: 10

To approve continuation of Directorship of **MR. ANAND NARAIN BHATIA (DIN: 00148983)** as Non-Executive Directors beyond the age of 75 years.

The Company Pursuant to sub - regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect.

Though our Company HGS (INDIA) LTD is not a listed entity, however taking future possibilities into account, the Company has placed for member's consideration and approval for continuation of Directorship of Mr. Brijendra Singh (DIN 00035599), and Mr. Anand Narain Bhatia (DIN: 00148983) as Non-Executive Directors of the Company beyond the age of 75 years on the same terms and conditions as already approved.

The details of **MR. ANAND NARAIN BHATIA** is mentioned herein below:

Sr. No.	Particulars	Disclosures
1.	Age	78 years
2.	Qualification	He was educated at Delhi University and Cambridge where he graduated with a degree in Economics.
3.	Background details	He has 40 years of industrial experience. He joined Hindustan Lever (HLL) in 1970 as a Management Trainee. In 1984, he moved to Lipton India Limited (LIL) as Vice President of Foods, and was appointed as Director of Foods and Beverages on the Board of LIL in 1990. In 1992, he assumed charge as Managing Director of Lipton. He became Chairman of Unilever Caribbean and successfully established Unilever business in the Caribbean. He joined the E.I.D-Parry Board in the year 2004.
4.	Past remuneration	Only Sitting Fee of Rs 15000/- for every attended Board Meeting.
5.	Remuneration sought to be paid	Only Sitting Fee of Rs 15000/- for every attended Board Meeting.



6.	Job profile and his suitability	<p>His expertise includes:</p> <ul style="list-style-type: none"> • Corporate governance • Management in FMCG / Foods & Beverages sectors (Lipton, Unilever) • Strategic & operational leadership at senior levels (MD, Chairman) • Experience with both Indian and international companies (Unilever Caribbean etc.), so cross-culture management, global business exposure. It is due to his rich economic background; it is proposed that he continues to hold Directorship even post crossing the age of 75 years.
7.	Details of shareholding in the Company	He holds 4338 shares i.e. approximately .06% of shares in the Company.
8.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	His Wife ANEETA BHATIA is a shareholder of the Company.
9.	Details of Directorship in other Companies	<ul style="list-style-type: none"> i. SOWAR PRIVATE LIMITED ii. HGS (INDIA) LIMITED

**By order of the Board
FOR HGS(INDIA) LIMITED**

ANIL DASS
Director
DIN: 00043366

Date: 30.07.2025
Place: New Delhi