

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1st Extra-ordinary General Meeting (2025-26) of the Members of HARDOLI PAPER MILLS LIMITED (CIN – L21010MH1995PLC085883) will be held at the Registered Office of the Company at First Floor, Krishna Kunj, Bhavsar Chowk, Central Avenue, Nagpur 440 002, Maharashtra on Thursday, 30th day of April, 2026 at 12.30 pm

SPECIAL BUSINESS

1. To consider and approve the request received from the members for Reclassification from Promoter and Promoter Group to Public Shareholder and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and other relevant provisions and subject to necessary approval from Metropolitan Stock Exchange of India Limited and such other authorities as may be required, approval of the Members be and is hereby accorded for reclassification of Shri Rajiv Behal and Shri Kamal Kumar Kailash Agarwal from “Promoter and Promoter Group” to Public Shareholder”

RESOLVED FURTHER THAT the members take note of confirmation received from the outgoing promoters that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI LODR Regulations have been complied with and also confirmed that at all time from the date of reclassification, shall continue to comply with the conditions mentioned under sub-regulation (4) of Regulations 31A of SEBI LODR Regulations post reclassification from “Promoter and Promoter Group” to “Public Shareholding”.

RESOLVED FURTHER THAT an application be made to Metropolitan Stock Exchange of India Limited for their approval.

RESOLVED FURTHER THAT reclassification shall be reflected in the Shareholding Pattern uploaded for immediate succeeding quarter after the approval from Metropolitan Stock Exchange of India Limited.

RESOLVED FURTHER THAT any of the Directors and / or Key Managerial Personnel of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may be necessary and expedient in order to implement the aforesaid resolution.

**By Order of Board
For Hardoli Paper Mills Limited**

Sd/-

**Anilkumar M. Lakhotiya
Managing Director
(DIN-00367361)**

**Place: Nagpur
Date: March 24, 2026**

Regd. Office
First Floor, Krishna Kunj,
Bhavsar Chowk, Central Avenue Road,
Nagpur – 440 002

NOTES:

- 1) The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the Companies Act), relating to the special businesses to be transacted at the meeting is annexed hereto.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. Instrument appointing proxies should be deposited at the Registered Office of the company not less than 48 hours before the time fixed for the meeting.
- 3) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percentage 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.
- 4) Institutional Shareholders / Corporate 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., authorizing its representative to attend this EGM on its behalf and to vote through remote e voting or during this EGM. The said Board Resolution /Authorization shall be sent to the Scrutinizer through registered e-mail address to girishmurarka@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
- 5) The members/proxies are requested to bring duly filled in attendance slips for attending the meeting and members/proxies are also requested to bring a copy of this Notice of EGM.
- 7) 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.
- 8) The Record date for the purpose of ascertaining the members who will be entitled to vote on the resolution shall be Monday, April 20, 2026.
- 9) The Securities and Exchange Board of India (SBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents of the Company.
- 10) Members who are holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- 11) Members who have not registered their email address so far are requested to register their email address so that they can receive the Annual Report and other communication from the Company electronically.
- 13) Members are requested to write/intimate to Company's Registrar and Share Transfer Agent, changes in their registered addresses, profile details, if any, for sending future communication(s), any query in connection with claim of the unclaimed and unpaid dividends, etc.) in respect of equity shares held in physical form and to Depository Participant(DPs) in respect of equity shares held in demat form.

14) Notice of this EGM 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 calling this EGM will also be available on the Company's website www.hardolipaper.com, website of the Stock Exchange i.e. Metropolitan Stock Exchange at www.msei.in and on the website of Central Depository Securities Limited (CDSL) at <https://www.evotingindia.com>.

15) Documents referred to in the Notice shall be available for inspection by the Members through e-mail and also at the registered office of the company. The Members are requested to send an e-mail to hardolipaper@gmail.com for the same.

16) Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangements in which directors are interested, will be available for inspection by the Members through e-mail and also at the registered office of the company.

17) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred, transmitted only in dematerialized form with effect from 01st April, 2019. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.

18) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

19) Further pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company needs to send the Notice, Annual Report electronically on the e-mail addresses as obtained from the Company/ Depositories/ Registrar and Share Transfer Agent to the members. If you are holding the shares of the Company in dematerialized form and already registered your email address, you would be receiving the Notices of General Meeting/Postal Ballot, Annual Report and other Shareholders communication by electronic mode.

The Members who hold shares in physical mode and have not registered their e-mail address may request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholder communication by electronic mode by registering their valid e-mail address with the Company / Registrar and Share Transfer Agents.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialized form) or with Registrar and Share Transfer Agents. (in case of Shares held in physical form).

E-VOTING:

The Company is pleased to provide E-voting facility through Central Depository Services India Limited (CDSL) at evotingindia.com as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 1st Extraordinary General Meeting of the Company dated 24th March, 2026. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 20th April, 2026 being the Record date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

INSTRUCTIONS FOR REMOTE E-VOTING





- Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration), rules, 2014, as substituted by the Companies (Management and Administration), Amendment, Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 the Members are provided with the facility to cast their vote electronically on the resolution proposed to be passed at this EGM through the e-voting services provided by (CDSL). The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at this EGM.
- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 20th April, 2026, are entitled to vote on the Resolutions set forth in this Notice.
- The facility for voting through electronic voting system shall made be available at this EGM and the members attending this EGM who have not cast their vote by remote e-voting shall be able to exercise their right at this EGM. The Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The voting period will commence at 9.00 a.m. on Monday, 27th April, 2026 and will close at 5.00 pm on Wednesday, 29th April, 2026. In addition, the facility for voting shall also be made available at this EGM and the Members attending this EGM who have not cast their vote by e-voting shall be eligible to vote at this EGM.
- **PROCEDURE FOR REMOTE E-VOTING:**
Step 1: Access to **NSDL** e-Voting system.

I. Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies”, Individual shareholders holding securities in demate mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address 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. | <p>A. NSDL IDeAS facility:</p> <p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password.</p> <p>2. After successful authentication, you will be able</p> |

| | |
|---|---|
| | <p>to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>3. If the user is 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</p> <p>B. E-Voting website of NSDL:</p> <p>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. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>2. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |
| | <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="764 1528 1333 1780" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System</p> |

| | |
|---|---|
| | <p>Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. Once you login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

- 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 |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43.</p> |

II. Login method for remote e-Voting 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 e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below:

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

- 5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’
 - ii. If your email ID is not registered, please follow steps mentioned in the Notice in case of 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.co.in 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.

**Explanatory Statement Pursuant to section 102 of the Companies Act, 2013
in respect of resolution at item no. 1 is as under: -**

The Company has received request letter from Shri Rajiv Behal and Shri Kamal Kailash Agarwal for reclassification from “Promoter and Promoter Group” to Public Shareholder.

The Board of Directors have their in their meeting held on March 24, 2026 have considered the application and Board of Directors is of view that on the basis of the rationale and confirmation provided by the Outgoing Promoters in accordance with provisions of Regulation 31A of SEBI LODR Regulations, the Board was of view that the above mentioned request for reclassification be accepted and approved by the Board of Directors of the Company, which shall be subject to approval of members, approval of Metropolitan Stock Exchange of India Limited and / or such other approval, if any, as may be necessary in this regards.

The Outgoing Promoter are not engaged in the Management of the Company in any manner and are not related to business carried out by the Company. Pursuant to Regulation 31A of SEBI LODR Regulations, the aforesaid Outgoing Promoters seeking reclassification have confirmed that –

- a) They do not hold any voting rights in the Company;
- b) They do not exercise control over the affairs of the Company, directly or indirectly;
- c) They do not have any Special Rights with respect to the Company through formal or informal arrangements including through any shareholders’ agreements;
- d) They are not being represented on the Board (including not having a nominee director) of the Company.
- e) They do not act as a Key Managerial Person of the Company;
- f) They are not willful defaulter(s) as per the Reserve Bank of India Guidelines and;
- g) They are not fugitive economic defaulter.

Further, the aforesaid Outgoing Promoter have also confirmed that subsequent to reclassification, they would continue to comply with all the requirements and conditions as mentioned in Regulation 31A of SEBI LODR Regulations.

In view of the provisions of Regulation 31A of the SEBI LODR Regulations and on satisfaction of the conditions specified in Regulation 31A(3)(b) of SEBI LODR Regulations and compliance of Regulations 31A(4) of SEBI LODR Regulations, the said request for reclassification were reviewed and analyzed by the Board of Directors at their meeting held on March 24, 2026.

In accordance with Regulation 31A of SEBI LODR Regulations, the reclassification of status of shareholder from "Promoter and Promoter Group" to "Public Shareholder" Group, inter-alia, requires approval of shareholders of the Company by way of Ordinary Resolution, in which Outgoing Promoter and Person related to the Outgoing Promoters will not vote to approve the resolution.

Upon receipt of the approval of the Shareholders, an application in this regard shall be submitted to the Metropolitan Stock Exchange of India Limited for their approval.

Accordingly, the Board recommends the resolution proposed in Item No. 1 of the Notice dated March 24, 2026 convening 1st Extra-ordinary General Meeting for approval of Shareholders by way of Ordinary Resolution. The application received along with undertaking and other documents are available for inspection at the registered office of the Company from 11.00 am to 5.30 pm on all working days except Saturday, Sunday and Public Holiday.

None of the Director or Key Managerial Personnel including their relative are in any way concerned or interested in the proposed resolution.

**By Order of Board
For Hardoli Paper Mills Limited**

Sd/-

**Anilkumar M. Lakhotiya
Managing Director
(DIN-00367361)**

**Place: Nagpur
Date: March 24, 2026**

Regd. Office
First Floor, Krishna Kunj,
Bhavsar Chowk, Central Avenue Road.
Nagpur – 440 002

HARDOLI PAPER MILLS LIMITED

CIN NO: L201010MH1995PLC085883

Regd. Office: First Floor, Krishna Kunj, Bhavsar Chowk, Central Avenue,
Nagpur 440 002

Email : investors.relation@hardolipaper.com

Website – www.hardolipaper.com

--
PROXY FORM

| | |
|------------------------|--|
| Name of the member(s): | |
| Registered address: | |
| E- mail Id: | |
| Folio No. | |

I/We being a member(s) of _____ shares of the above named company, hereby appoint

1. Name: _____ of _____
Email Id: _____ or failing him

2. Name: _____ of _____
E-mail Id: _____ or failing him

3. Name: _____ of _____
E-mail Id: _____ or failing him

I/We hereby exercise my / our vote in respect of the following resolution as set out in the Notice convening 1st Extra-ordinary General Meeting of the Members of the Company held on **Thursday, April 30, 2026 at 12.30 pm** at at the registered office of the Company at First Floor, Krishna Kunj, Bhavsar Chowk, Central Avenue, Nagpur 440 002 which is proposed to be placed before members at the aforesaid EGM, by according my / our assent and / or dissent to the Said Resolution in the following manner :

| Resolutions | No. of Equity Shares Held | I/We assent To the Resolution (for) | I/We assent To the Resolution (Against) |
|--|----------------------------------|--|--|
| To consider and approve the request received from the members for Reclassification from Promoter and Promoter Group to Public Shareholder and pass the following resolution as an Ordinary Resolution | | | |

Signed this ___ day of _____ 2026.

Signatures of proxy holders

Signature of Shareholder

Affix
Rupee 1/-
Revenue
Stamp

Notes:

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. Please put a 'X' in the appropriate column against the resolutions indicated in the Box.

Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

HARDOLI PAPER MILLS LIMITED

CIN NO: L201010MH1995PLC085883

Regd. Office: First Floor, Krishna Kunj, Bhavsar Chowk, Central Avenue,
Nagpur 440 002

Email : investors.relation@hardolipaper.com

Website – www.hardolipaper.com

FORM NO. MGT.12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

| | |
|--|--|
| Name(s) of Member(s) (in Block / Capital Letters) | |
| Registered Address | |
| DP ID/Client ID or Folio | |
| No. of Equity Shares held | |

I/We hereby exercise my / our vote in respect of the following resolution as set out in the Notice convening 31st Annual General Meeting of the Members of the Company held on **Thursday, April 30, 2026 at 12.30 pm** at the registered office of the Company at First Floor, Krishna Kunj, Bhavsar Chowk, Central Avenue, Nagpur 440 002 which is proposed to be placed before members at the aforesaid EGM by according my / our assent and / or dissent to the Said Resolution in the following manner:

| Resolutions | No. of Equity Shares Held | I/We assent To the Resolution (for) | I/We assent To the Resolution (Against) |
|--|----------------------------------|--|--|
| To consider and approve the request received from the members for Reclassification from Promoter and Promoter Group to Public Shareholder and pass the following resolution as an Ordinary Resolution | | | |

*Please put tick mark () in appropriate column against the resolution indicated above. In case the Shareholder / Proxy, wish his / her vote to be used differently, he / she should indicate the number of shares under the columns "For" and / or "Against"

Place: Nagpur

Date: April 30, 2026

Signature of Shareholder / Proxy