



HINDUSTHAN UDYOG LTD.

Registered Office :
" TRINITY PLAZA" 3rd Floor
84/1A, Topsia Road, (South)
Kolkata- 700 046, India
Phone : (033) 4055 6800
Fax : (033) 4055 6863
E-mail : hulho@hul.net.in
CIN No. : L27120WB1947PLC015767

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED.

Dear Member(s)

Notice is hereby given pursuant to Sections 108, 110, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") and other applicable laws, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of **HINDUSTHAN UDYOG LIMITED** ("Company"), to consider and if thought fit to pass the resolutions set out herein below as Special/Ordinary Resolutions through Postal Ballot including voting through electronic means ("e-voting").

The voting will commence on Thursday, 11th May, 2023 at 9:00 a.m. (IST) and will end on Friday, 9th June, 2023 at 5:00 p.m. (IST). Only members of the Company as of Friday, 5th May, 2023 (i.e., the cut-off date) are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

SPECIAL BUSINESS:

Resolution No. 1: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to append the following new subclauses (numbered 8, 9, 10 and 11) after existing sub-clause (7) of clause 3(a) of the Memorandum of Association of Company:

8. *To establish and carry on the business of Land Development, House Building Schemes and projects and also a Building Society and to conduct other lines of business which may be necessary for successfully conducting the aforesaid business of the Company.*
9. *To develop, improve, administer, own, gift, possess, sell, let out, build on, mortgage, charge or otherwise turn to account any land or building acquired by the Company or in which the Company is interested and in particular, by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting-up and improving buildings and entering in hire-purchase system of sale of building and land with Persons, Firms, Companies, Government and other and by planting, paving, draining, farming, cultivating, letting, building, lease or building agreement, and by advancing money to and entering into contacts and arrangements of all kinds with builders, tenants and others.*

10. *To enter into contracts or arrangements with any person or concern as may be necessary for purchase, possession, development and sale of and or for construction, purchase, sale, occupation and letting out of buildings.*
11. *To take up turnkey contracts within the Country and outside involving engineering, consultancy, procurement, construction, project management and completion in various areas like Water Supply, Sewerage and Public Health Schemes, Pipeline Projects, Underwater/Underground Tunnels, Irrigation Schemes; Power, Oil & Gas, Refineries, Fertilizers, Chemicals, Petrochemicals and such other Industries; engage in process design, front end engineering, detailed engineering, construction supervision and associated activities necessary for turnkey contracts; undertake Operations & Maintenance of such Turnkey Projects after completion and/or of Projects completed by other Contractors for any Companies or other Process Industries or Projects."*

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as deemed necessary, proper or desirable for giving effect to the aforesaid resolution."

Resolution No. 2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') read with applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Related Party Transactions Policy of the Company, consent of the Members be and is hereby accorded to the Company's Board of Directors (including the Audit Committee of the Board) to approve/ratify the contracts/transactions/ arrangements entered/to be entered by the Company with its related parties in the ordinary course of business and at arm's length basis on such terms and conditions as may be approved by Board and set out in the Explanatory Statement annexed to the Notice, notwithstanding that such transactions with a Related Party in any financial year may exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statements or such other threshold limits as may be specified in the Listing Regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds, matters and things as may be deemed necessary, proper or desirable for giving effect to the aforesaid resolution."

**BY ORDER OF THE BOARD
FOR HINDUSTHAN UDYOG LIMITED**



Shikha Bajaj
[SHIKHA BAJAJ]
COMPANY SECRETARY

DATE: 13TH FEBRUARY, 2023
PLACE: KOLKATA

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and reasons in relation to the proposed special businesses is annexed hereto.
2. The Members whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, 5th May, 2023 ("Cut-off Date"), will be entitled to vote on the Resolutions set forth in this Notice.
3. In compliance with provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Management Rules as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing Members the facility to exercise their right to vote on the above Resolutions by electronic means. The facility of casting the votes by the members using e-voting will be provided by NSDL.
4. In terms with MCA Circulars, this Postal Ballot Notice along with Postal Ballot Forms are being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with NSDL/CDSL or the Company's RTA i.e. Link Intime India Pvt Ltd and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date of 5th May, 2023. The Postal Ballot Notice along with Statement for the proposed Resolutions, instructions and manner of e-voting process and Postal Ballot Form can also be downloaded from the website of the Company i.e., www.hul.net.in and on the website of NSDL, i.e., <https://www.evoting.nsdl.com>.
5. Physical copy of the Notice and Postal Ballot Form is not being sent to Members in terms with MCA Circulars. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the Company's RTA at kolkata@linkintime.co.in. Members holding shares in Demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
6. The Board of Directors of the Company has appointed Ms. Rinku Gupta (Membership No: FCS-9237), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
7. Voting period commences on Thursday, 11th May, 2023 at 9:00 a.m. (IST) (start-date) and will end on Friday, 9th June, 2023 at 5:00 p.m. (IST) (end-date). During this period the Members of the Company as on the Cut-off Date of 5th May, 2023, may cast their vote by postal ballot/e-voting. The e-voting module shall be disabled by NSDL for voting thereafter.
8. Members desirous to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. Unsigned Postal Ballot Form will be rejected. The Postal Ballot Form may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of the working hours (i.e. upto 5.00 p.m.) of 9th June, 2023 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member.
9. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.

10. The voting rights of the members shall be in proportion to their share in the Paid-Up Equity Share Capital of the Company as on the Cut-off Date i.e., 5th May, 2023.

11. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorized person. A member cannot exercise his vote by proxy on postal ballot.

12. Any member who did not receive the Notice may either send an email to kkg@hul.net.in or write to NSDL at evoting@nsdl.co.in.

13. Upon completion of Scrutiny of the Postal Ballot Forms, the Scrutinizer will unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and will submit her report to the Managing Director. The result of the Postal Ballot shall be declared by the Managing Director of the Company or by any other person authorized by him on Monday, 12th June, 2023 at the Registered Office of the Company. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hul.net.in and on the website of NSDL at www.evoting.nsdl.com immediately after its declaration and shall also be communicated to the Stock Exchange.

14. The details of the process and manner for e-voting are explained herein below:-

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





Step 1: Access to the NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Member 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 members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<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.nsdl.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. After successful authentication, you will be able 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>2. 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>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 held 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 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>4. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Members 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 users to login Easi / Easiest are requested to visit CDSL website https://www.cdslindia.com/ and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.'</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://www.cdslindia.com/ and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. Once 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. 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members 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.co.in or call at no.: 022 2499-7000 and 022 4886-7000
Individual Members 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 22 55 33

B) Login Method for members other than Individual members holding securities in demat 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 members other than Individual members are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those members 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.

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 is in active status.

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 Resolutions, you will not be allowed to modify your vote.

General Guidelines for members

1. Institutional members (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 guptarinku123@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional members (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 Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on no.: 022 2499-7000 and 022 4886-7000 or send a request to evoting@nsdl.co.in.

Process for those members 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 member, 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 kkg@hul.net.in.

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 kkg@hul.net.in. If you are an Individual members 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 members holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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 members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



HINDUSTHAN UDYOG LTD.

Registered Office :
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Phone : (033) 4055 6800
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CIN No. : L27120WB1947PLC015767

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

RESOLUTION NO. 1:

Your Board of Directors considers from time to time proposals for diversification into new areas which would be profitable and beneficial for the growth of the Company. For this purpose, the Board of Directors of the Company at their Meeting held on 13th February, 2023 had approved, subject to the Shareholders' approval and such other approvals as may be necessary, alteration of the Object Clause in the Memorandum of Association (MOA) of the Company so as to include additional new range of objects to enable it to consider new projects and activities.

Therefore, the 'Main Object' clause of the MOA is proposed to be amended by appending the aforesaid sub-clauses 8, 9, 10 and 11 after existing sub-clause 7 of clause 3(a) of the MOA.

The draft Copy of the MOA (with proposed amendment) is available for inspection at the Registered Office during business hours on all working days upto the last date for voting. The Amendment/Alteration of MOA shall be effective upon the registration of Resolution with the Registrar of the Companies, West Bengal.

The proposed change in object clause requires approval of Members through Special Resolution pursuant to the provisions of Section 13 of The Companies Act, 2013.

The Board of Directors, therefore, recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 1 of the Notice.

RESOLUTION NO. 2:

Your Board noted that pursuant to Regulation 23(4) of the Listing Regulations, the Company is required to obtain the approval of Members by way of an Ordinary Resolution for approving/ratifying material related party transactions entered into by the Company with its Related Parties. Your Board further noted that a transaction is considered to be material if transaction(s) with a Related Party exceeds 10% of annual consolidated turnover of the Company as per its last audited financial statements.

The Company has entered into arrangements/transactions with its Related Parties, as stated below, which are in ordinary course of its business and at arm's length basis. However, the value of such transactions (existing + proposed) may exceed 10% threshold, as stated above. On recommendation of the Audit Committee, the Board of Directors of your Company therefore desire that the approval of Members by way of Ordinary Resolution be obtained in terms of the Listing Regulations for such transactions.

Sl.	Related Party name and relation	Transaction nature	Maximum Transaction(s) Value
1.	WPIL Limited (Associate Company)	- Sales/ Purchases of Goods - Purchases of Assets - Rent Receipts	Rs. 20.00 Crores p.a.

The Members may please note that all related parties shall abstain from voting in favour of the proposed resolution in terms of the Listing Regulations.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives except for Mr. V.N. Agarwal and Mr. Prakash Agarwal and their relatives, are in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 2 of the Notice.

BY ORDER OF THE BOARD
FOR HINDUSTHAN UDYOG LIMITED



Shikha Bajaj
[SHIKHA BAJAJ]
COMPANY SECRETARY

DATE: 13TH FEBRUARY, 2023
PLACE: KOLKATA

HINDUSTHAN UDYOG LIMITED

CIN: L27120WB1947PLC015767

Registered Office: Trinity Plaza, 3rd Floor, 84/1A, Topsia Road (South), Kolkata – 700046

Website: www.hul.net.in; E-mail: kkg@hul.net.in; Tel: (033) 4055-6800

POSTAL BALLOT FORM

Serial No.:

Name (s) of Shareholder(s) _____ :
(including Joint-holder(s), if any,) _____
(in Block Letters) _____

Registered Address of the Sole/
First named Shareholder _____

Registered Folio No./DPID No./Client Id _____

No. of Shares held _____

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated 13th February, 2023 ("Notice"), by conveying my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate boxes below:

Sr. No.	Brief description of the resolutions	Type of resolution	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Alteration of Object Clause of Memorandum of Association	Special Resolution			
2.	Approval of Material Related Party Transactions	Ordinary Resolution			

Place:

Date:

(Signature of Member/Authorized Representative)

Notes:

1. Please read the instructions printed overleaf before filling the form.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer: **Friday, 9th June, 2023 at 5:00 p.m. (IST)** (end-date).

INSTRUCTIONS

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not wish to access to E-voting facility, to enable them to send their assent or dissent for the Resolutions included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer, Ms. Rinku Gupta (guptarinku123@gmail.com).
4. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first-named Member and in his/her absence, by the next named Member.
5. Incomplete and/or unsigned Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **Friday, 9th June, 2023 at 5:00 p.m. (IST)**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on Friday, 5th May, 2023 (i.e., the cut-off date).
8. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder.
9. Members are requested not to send any other document along with the Postal Ballot Form as it will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The consent must be accorded by recording the assent in the Column '**FOR**' and dissent in the Column '**AGAINST**' by placing a tick mark (**v**) in the appropriate column.
11. For obtaining a duplicate form, an eligible Member may write to the Company at its registered office or send an e-mail at kkg@hul.net.in. However, the duly filled in duplicate form should reach within the date and time specified above.
12. The result of the Postal Ballot shall be declared on Monday, 12th June, 2023.