

NOTICE OF ANNUAL GENERAL MEETING



NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 36TH (THIRTY-SIXTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF HEMANT SURGICAL INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 23, 2025, AT 12.30 P.M. (IST), THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025

To receive, consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 including the Audited Balance Sheet as on March 31, 2025 and the Standalone Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 including the Audited Consolidated Balance Sheet as on March 31, 2025 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.

2. To appoint a director in place of Mrs. Nehal Vishal Thakkar (DIN: 09845001), who retires by rotation in accordance with Articles of Association and being eligible, offers herself for re-appointment

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

"RESOLVED THAT pursuant to the provisions of section 150, 152, 160, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions of the Act, read with rules made thereunder and the Article of Association, subject to the recommendations received from the Board of directors, the consent of the members be and is hereby accorded to appoint Ms. Nehal B Karelia (DIN: 09845001) who retires by rotation in accordance with Articles of Association and being eligible, offers herself for re-appointment, as Non-Executive Director of the Company, liable to retire by rotation at a monthly remuneration Rs. 70,000/- per month."

SPECIAL BUSINESS

3. Appointment of Mrs. Kshama Dharnidharka (DIN: 07662396) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to appoint Mrs. Kshama Dharnidharka (DIN: 07662396), who was appointed as an Additional (Independent) Director by the Board w.e.f. December 19, 2024 and who has given her consent for appointment and has submitted declaration that she meets with the criteria of independence and is eligible for appointment as a Director and in respect of whom the Notice has been received from a Member under Section 160 of the Act proposing her candidature as Director, as an Independent Director of the Company to hold office for a term of 5 consecutive years, w.e.f. December 19, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”) (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this Resolution.”

4. Appointment of Mr. Manish Kankani (DIN: 07777901) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to appoint Mr. Manish Kankani [DIN: 07777901], who was appointed as an Additional (Independent) Director by the Board w.e.f. August 28, 2025 and who has given his consent for appointment and has submitted declaration that he meets with the criteria of independence and is eligible for appointment as a Director and in respect of whom the Notice has been received from a Member under Section 160 of the Act proposing his candidature as Director, as an Independent Director of the Company to hold office for a term of 5 consecutive years, w.e.f. August 28, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this Resolution."

5. Re-appointment of Mr. Hanskumar Shamji Shah (DIN: 00215972) as the Chairman and Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation made by the Nomination and Remuneration Committee, Mr. Hanskumar Shamji Shah (DIN: 00215972) whose term as Chairman and Managing Director of the Company is expiring on closure of business hours of 19th December, 2025 and who is attaining age of 70 years on July 09, 2026, be and is hereby re-appointed as Chairman and Managing Director of the Company, for a period of Three (3) years with effect from 20th December, 2025, not liable to retire by rotation as per terms & conditions and remuneration set out in explanatory statement annexed to the notice convening this Meeting with liberty to the Board of Directors to alter and vary the terms & conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Hanskumar Shamji Shah.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any of the financial years, he will be entitled to the above-mentioned remuneration as minimum remuneration pursuant to Schedule 'V' para 'A' Section II to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this Resolution."

6. Re-Appointment of Mr. Hemant Praful Shah (DIN: 00215994) as a Whole time Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation made by the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to

appoint Mr. Hemant Praful Shah (DIN: 00215994), whose term as Whole time Director of the Company is expiring on closure of business hours of 19th December, 2025, liable to retire by rotation be and is hereby re-appointed as Chairman and Managing Director of the Company, for a period of Three (3) years with effect from 20th December, 2025 as per terms & conditions and remuneration set out in explanatory statement annexed to the notice convening this Meeting with liberty to the Board of Directors to alter and vary the terms & conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Hemant Praful Shah.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any of the financial years, he will be entitled to the above-mentioned remuneration as minimum remuneration pursuant to Schedule 'V' para 'A' Section II to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this Resolution."

7. Re-Appointment of Mr. Kaushik Hanskumar Shah (DIN: 01483743) as Whole- Time Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation made by the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to appoint Mr. Kaushik Hanskumar Shah (DIN: 01483743), whose term as Whole time Director of the Company is expiring on closure of business hours of 19th December, 2025, be and is hereby re-appointed as Chairman and Managing Director of the Company, for a period of Three (3) years with effect from 20th December, 2025, liable to retire by rotation as per terms & conditions and remuneration set out in explanatory statement annexed to the notice convening this Meeting with liberty to the Board of Directors to alter and vary the terms & conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Kaushik Hanskumar Shah.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any of the financial years, he will be entitled to the above-mentioned remuneration as minimum remuneration pursuant to Schedule 'V' para 'A' Section II to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this Resolution."

8. Ratification of Remuneration of Cost Auditors for the Financial Year 2024-25

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

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) and / or re-enactment thereof, for the time being in force), the remuneration payable to M/s. K Sorathiya & Co, Cost Accountants, (FRN: 003097), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial years 2023-24 and 2024-25 amounting to Rs. 50,000/- (Rupees Fifty Thousand Only) each, in connection with the said audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”) (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and / or doubts that may arise in this regard in order to implement and give effect to this Resolution.”

**By Order of the Board of Directors
For Hemant Surgical Industries Limited
sd/-
Meenal Patodia
Company Secretary and Compliance officer**

Registered Office:
502,5th Floor, Ecstasy Business Park Co-Op Society Limited,
J.S.D. Road, Mulund West, Mumbai-400080

**Place: Mumbai
Date: August 28, 2025**

NOTES - FORMING PART OF THE NOTICE

1. The Annual General Meeting ("AGM") of Hemant Surgical Industries Ltd will be held on Tuesday, September 23, 2025 at 12.30 p.m. through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM') without the physical presence of the Members at a common venue as permitted by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 10/2022 dated December 28, 2022, 11/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), subject to compliance of the conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars, applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder, each as amended, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("Listing Regulations").
2. In line with the aforesaid Circulars, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on September 01, 2025. Members may note that Notice has been uploaded on the website of the Company at www.hemantsurgical.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
3. As per the SEBI Circular, no physical copies of the Notice of the AGM shall be sent to any Member, however a letter with the details to access the Notice of AGM will be sent to all the members whose email address is not registered with the Company/the Company's Registrar and Transfer Agent.
4. Since this AGM is being held through VC/OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer Remote e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice.
6. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Bigshare Services Private Limited in case the shares are held by them in physical form.

9. An explanatory statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
10. Please note that in accordance with the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from Bigshare Services Private Limited and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialized mode should file their nomination with their Depository Participant (DP).
11. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on cs@hemantsurgical.com, so as to enable the Company to keep the information ready.
12. Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. The Board of Directors has appointed Ms. Nikita Kedia, Proprietor of NKM & Associates, Company Secretaries (ACS 54970, CP 20414) as Scrutinizer for scrutinizing the voting process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer's Report shall be submitted by the Company to the Stock Exchange i.e., BSE within two working days of conclusion of the AGM.
15. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing.
16. The results shall also be uploaded on the BSE Listing Portal.
17. **Process and manner for Members opting for voting through Electronic means:**
 - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e- voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for

facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

- b) Any Member holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e., **Tuesday, September 16, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for Remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free nos. 1800 1020 990 and 1800 22 44 30. In case of Individual Member holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **Tuesday, September 16, 2025**, may follow steps mentioned in this Notice of the AGM under "Access to NSDL e-Voting system."
- c) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.hemantsurgical.com. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
- d) The remote e-voting will commence on **Saturday, September 20, 2025**, at 9.00 a.m. and will end on **Monday, September 22, 2025**, at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. **Tuesday, September 16, 2025** may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- e) Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) 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. **Tuesday, September 16, 2025**.

NSDL e-Voting Instructions:

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

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

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your

	<p>vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL</p>

	Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnikitakedia@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager, NSDL at evoting@nsdl.com

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

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

**By Order of the Board of Directors
For Hemant Surgical Industries Limited**

sd/-
Meenal Patodia
Company Secretary and Compliance officer

Registered Office:
502,5th Floor, Ecstasy Business Park Co-Op Society Limited,
J.S.D. Road, Mulund West, Mumbai-400080

Place: Mumbai
Date: August 28, 2025

AS PER SECTION 102 (1) OF THE COMPANIES ACT, 2013, THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED UNDER ITEM NUMBERS 3 TO 5 OF THE NOTICE DATED AUGUST 28, 2025

ITEM NO. 03

The Board of Directors at its Meeting held on December 19, 2024, on the basis of the recommendation made by the Nomination and Remuneration Committee and subject to approval of the Members and after taking into consideration her knowledge, background and experience, has appointed Mrs. Kshama Ronak Dharnidharka (DIN: 07662396) as an Additional (Independent) Director of the Company for a period of 5 years with effect from December 19, 2024, not liable to retire by rotation.

Mrs. Kshama Ronak Dharnidharka is qualified to be appointed as a Director in terms of Section 164 of the Act and the Company is in receipt of notice under Section 160 of the Act from a Member proposing her candidature along with her consent to act as a Director of the Company and declaration that she is meeting the criteria of independence. In terms of Regulation 25(8) of Listing Regulations, Mrs. Kshama Ronak Dharnidharka has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties.

In the opinion of the Board, Mrs. Kshama Ronak Dharnidharka is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the Management of the Company.

The approval of the Members is sought for the appointment of Mrs. Kshama Ronak Dharnidharka (DIN: 07662396) as an Independent Director of the Company in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at Item No.03 for approval of the Members.

Details of Mrs. Kshama Ronak Dharnidharka to the provisions of Secretarial Standards 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to the notice.

Except for Mrs. Kshama Ronak Dharnidharka, none of the other Directors, Key Managerial Persons or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 03 of this Notice, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 04

The Board of Directors at its Meeting held on August 28, 2025, on the basis of the recommendation made by the Nomination and Remuneration Committee and subject to approval of the Members and after taking into consideration his knowledge, background and experience, has appointed Mr. Manish Kankani (DIN: 07777901) as an Additional (Independent) Director of the Company for a period of 5 years with effect from August 28, 2025, not liable to retire by rotation.

Mr. Manish Kankani is qualified to be appointed as a Director in terms of Section 164 of the Act and the Company is in receipt of notice under Section 160 of the Act from a Member proposing his candidature along with his consent to act as a Director of the Company and declaration that he is meeting the criteria

of independence. In terms of Regulation 25(8) of Listing Regulations, Mr. Manish Kankani has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Manish Kankani is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the Management of the Company.

The approval of the Members is sought for the appointment of Mr. Manish Kankani (DIN: 07777901) as an Independent Director of the Company in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at Item No.05 for approval of the Members.

Details of Mr. Manish Kankani pursuant to the provisions of Secretarial Standards 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to the notice.

Except for Mr. Manish Kankani, none of the other Directors, Key Managerial Persons or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 05 of this Notice, except to the extent of their respective shareholding in the Company, if any

ITEM NO. 05

The Board of Directors of the Company in its Meeting held on August 28, 2025, has, subject to the approval of Members, re-appointed Mr. Hanskumar Shamji Shah (DIN: 00215972) as a Chairman & Managing Director of the Company on the following terms and conditions:

Period: 3 years w.e.f. 20th December 2025, not liable to retire by rotation

Nature of Duties:

The Managing Director carry on the business of the company and carry on such duties as may be entrusted to him by the Board of Directors of the company from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control & directions of the board in connection with and in the best interests of the business of the company.

Remuneration: upto Rs. 8,00,000/- (Rs. Eight lakhs only) per month

Minimum remuneration

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Managing Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, benefits and perquisites, performance incentive as approved by the Board of Directors as per provisions of Companies Act 2013 & rules framed there under.

He will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of discharging official duties of the Company.

The appointment may be terminated by either party by giving to other party two month notice for such termination or the company paying two months remuneration in lieu thereof.

Mr. Hanskumar Shamji Shah is under-graduate with overall experience of around 35 years in healthcare products and services sector. He is currently involved in importing, manufacturing and marketing healthcare products and services. He has been associated with Hemant Surgical Industries Limited since incorporation. He oversees the entire business operations and overall functions of our Company and is responsible for overseeing the strategic growth initiatives and expansion plans.

In order to be compliant with the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Board has recommended to retain him as Managing Director of the Company on attaining age of 70 years in light of his vast immense knowledge and enrich technical experience which he has been contributing immensely in the growth of the Company since its incorporation.

The approval of the Members is sought for re-appointment of Mr. Hanskumar Shamji Shah (DIN: 00215972), whose term as Chairman and Managing Director of the Company is expiring on closure of business hours of 19th December, 2025 and who is attaining age of 70 years on July 09, 2026, as Chairman and Managing Director of the Company, for a period of Three (3) years with effect from 20th December, 2025, not liable to retire by rotation.

Details of Mr. Hanskumar Shamji Shah pursuant to the provisions of Secretarial Standards 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Statement containing required information pursuant to Section II of Schedule V of the Companies Act, 2013 are annexed to the notice.

Accordingly, the Board recommends the special resolution set out at Item No. 05 for approval of the Members.

Except for Mr. Hanskumar Shamji Shah, Mr. Kaushik Hanskumar Shah and Mr. Hemant Praful Shah, who are interested in Resolution placed under Item No. 05, none of the other Directors, Key Managerial Persons or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 05 of this Notice, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 06

The Board of Directors of the Company in its Meeting held on August 28, 2025 has, subject to the approval of Members, re-appointed Mr. Hemant Praful Shah (DIN: 00215994) as Whole time Director of the Company on the following terms and conditions:

Period: 3 years w.e.f. 20th December 2025, liable to retire by rotation

Nature of Duties:

Subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as a Whole time Director of the Company and as may be delegated to him from time to time.

Remuneration: upto Rs. 8,00,000/- (Rs. Eight lakhs only) per month

Minimum remuneration

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Whole time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, benefits and perquisites, performance incentive as approved by the Board of Directors as per provisions of Companies Act 2013 & rules framed there under.

The appointment may be terminated by either party by giving to other party two month notice for such termination or the company paying two months remuneration in lieu thereof.

The approval of the Members is sought for re-appointment of Mr. Hemant Praful Shah (DIN: 00215994), whose term as Whole time Director of the Company is expiring on closure of business hours of 19th December, 2025 as Whole time Director of the Company, for a period of Three (3) years with effect from 20th December, 2025, liable to retire by rotation.

Details of Mr. Hemant Praful Shah pursuant to the provisions of Secretarial Standards 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Statement containing required information pursuant to Section II of Schedule V of the Companies Act, 2013 are annexed to the notice.

Accordingly, the Board recommends the special resolution set out at Item No. 06 for approval of the Members.

Except for Mr. Hemant Praful Shah, Mr. Hanskumar Shamji Shah and Mr. Kaushik Hanskumar Shah, who are interested in Resolution placed under Item No. 06, none of the other Directors, Key Managerial Persons or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 06 of this Notice, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 07

The Board of Directors of the Company in its Meeting held on August 28, 2025 has, subject to the approval of Members, re-appointed Kaushik Hanskumar Shah (DIN: 01483743) as Whole time Director of the Company on the following terms and conditions:

Period: 3 years w.e.f. 20th December 2025, liable to retire by rotation

Nature of Duties:

Subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as a Whole time Director of the Company and as may be delegated to him from time to time.

Remuneration: upto Rs. 8,00,000/- (Rs. Eight lakhs only) per month

Minimum remuneration

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Whole time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, benefits and perquisites, performance incentive as approved by the Board of Directors as per provisions of Companies Act 2013 & rules framed there under.

The appointment may be terminated by either party by giving to other party two month notice for such termination or the company paying two months remuneration in lieu thereof.

The approval of the Members is sought for re-appointment of Mr. Kaushik Hanskumar Shah (DIN: 01483743), whose term as Whole time Director of the Company is expiring on closure of business hours of 19th December, 2025 as Whole time Director of the Company, for a period of Three (3) years with effect from 20th December, 2025, liable to retire by rotation.

Details of Mr. Kaushik Hanskumar Shah pursuant to the provisions of Secretarial Standards 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Statement containing required information pursuant to Section II of Schedule V of the Companies Act, 2013 are annexed to the notice.

Accordingly, the Board recommends the special resolution set out at Item No. 07 for approval of the Members.

Except for Mr. Kaushik Hanskumar Shah, Mr. Hemant Praful Shah and Mr. Hanskumar Shamji Shah, who are interested in Resolution placed under Item No. 07, none of the other Directors, Key Managerial Persons or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 07 of this Notice, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 08

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment and remuneration M/s. K Sorathiya & Co, Cost Accountants, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2024 and March 31, 2025 on September 27, 2023 and July 23, 2024 respectively at a remuneration not exceeding Rs. 50,000/- each (Rs. Fifty Thousand Only).

In terms of the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14 the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members.

Approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 08 of this Notice to ratify the remuneration payable to the Cost Auditors for the financial year ended March 31, 2024 and March 31, 2025 respectively.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 08 of this Notice for the consideration and approval of the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.08 of this Notice except to the extent of their respective shareholding in the Company, if any.

By Order of the Board of Directors

For Hemant Surgical Industries Limited

sd/-

Meenal Patodia

Company Secretary and Compliance officer

Registered Office:

502,5th Floor, Ecstasy Business Park Co-Op Society Limited,
J.S.D. Road, Mulund West, Mumbai-400080

Place: Mumbai

Date: August 28, 2025



ANNEXURE 'A'

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to the provisions of Secretarial Standards 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Nehal Vishal Thakkar	Kshama Dharnidharka	Manish Kankani
DIN	09845001	07662396	07777901
Date of Birth	January 29, 1992	June 29, 1965	October 31, 1991
Qualification	Post Graduate Diploma in Clinical Nutrition & Dietetics Specialization in Diabetes and Cardiac Care	Chartered Accountants	Chartered Accountant
Date of Appointment	December 20, 2022	December 19, 2025	August 28, 2025
Brief Resume along with Justification Note	<p>Mrs. Nehal Vishal Thakkar has a work experience of 3Years in Clinical Dietitian.</p> <p>She holds a degree of Post Graduate Diploma in Clinical Nutrition & Dietetics- Specialization in Diabetes and Cardiac Care.</p> <p>She holds the membership of Indian Dietetic Association (IDA). As a Non-Executive Director of the Company, she is responsible for providing her expertise for growth and expansion of our Company</p>	<p>Mrs. Kshama Dharnidharka is an Associate Member of Institute of Chartered Accountants of India (ICAI) and a commerce Graduate from the University of Mumbai with a professional experience of over 12 years of in the Field of Accounts and Finance. She is also a member of Women & Young Members Excellence Committee of the ICAI.</p> <p>Kshama has been a visionary in leading various corporates and has provided them valuable insight on managing their finances as well as Goods and Service Tax compliances. She currently serves as a freelancer in the area of Accounts, Finance and GST.</p>	<p>Mr. Manish Kankani is a practicing Chartered Accountant having 10 years of experience in the fields of auditing, taxation, and financial advisory. He possesses deep expertise in the audit and regulatory framework governing Non-Banking Financial Companies (NBFCs) and has played a pivotal role in evaluating and enhancing the financial, operational, and compliance standards across diverse industry sectors.</p> <p>Mr. Manish Kankani specializes in statutory, internal, and tax audits, with a strong focus on NBFCs, and income tax matters. He has consistently delivered value-added insights through robust financial analysis, comprehensive risk assessments, and effective</p>

			liaison with regulatory authorities. Mr. Manish Kankani has led numerous audit engagements across a wide spectrum of NBFCs and corporate clients. His ability to assess the integrity of financial statements, internal controls, and risk frameworks has helped clients achieve regulatory compliance and operational efficiency. He brings hands-on experience in managing complex audits and offers strategic recommendations to management for continuous improvement.
Relationship with Directors	Mrs. Nehal Vishal Thakkar is not related to any of the existing directors or the key managerial personnel or the promoters of the Company	Mrs. Kshama Dharnidharka is not related to any of the existing directors or the key managerial personnel or the promoters of the Company	Mr. Manish Kankani is not related to any of the existing directors or the key managerial personnel or the promoters of the Company.
Designation	Non- Executive Director	Independent Director	Independent Director
Terms and conditions of re-appointment and remuneration	Liable to retire by rotation	Not liable to retire by rotation	Not liable to retire by rotation
Expertise in specific functional areas	Human Resource	Accounts, Finance and GST	Auditing, Taxation, and Financial Advisory
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil	02

Memberships / Chairmanships of committees of other public companies	01	03	03
Name of listed Companies from which Director has resigned in past three years	Nil	Nil	Nil
No. of Board Meetings attended during the year	19	05	Nil
Number of Shares held in the Company	Nil	Nil	Nil

Directors seeking re-appointment in Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Hanskumar Shamji Shah	Kaushik Hanskumar Shah	Hemant Praful Shah
DIN	00215972	01483743	01483743
Date of Birth	July 09, 1956	April 06, 1987	03/03/1977
Qualification	B.com (Intermediate)	B. Com	8 th Pass
Date of Appointment	February 22, 1994	September 02, 2015	September 19, 2000
Brief Resume along with Justification Note	<p>Mr. Hanskumar Shamji Shah was originally appointed on the board since incorporation.</p> <p>He is an undergraduate. He has an overall experience of around 35 years in healthcare products and services sector.</p> <p>He is currently involved in importing, manufacturing and marketing healthcare products and services. He oversees the entire business operations and overall functions of our Company and is responsible for overseeing the strategic growth initiatives and expansion plans.</p>	<p>Mr. Kaushik Hanskumar Shah has completed his B.com from Commercial University Limited in the year 2006 and is having an experience of over 15 years in importing, manufacturing and marketing healthcare products and services.</p> <p>At present, he is responsible for Finance, Accounting, Product Development and Quality in our company. We believe that his vast business acumen will provide the requisite value addition to our company</p>	<p>Mr. Hemant Praful Shah has work experience of around 25 years in Product Development and Manufacturing of Healthcare and Surgical products.</p> <p>Mr. Hemant Praful is a high integrity energetic leader known for ability to envision and create successful outcomes in complex situations.</p>
Relationship with Directors	Father of Kaushik Hanskumar Shah and Uncle of Hemant Praful Shah, Directors of the Company	Son of Hanskumar Shamji Shah and Cousin of Hemant Praful Shah, Directors of the Company	Nephew of Hanskumar Shamji Shah and Cousin of Kaushik Hanskumar Shah, Directors of the Company
Designation	Chairman & Managing Director	Whole-time director & CFO	Whole-time director
Terms and conditions of re-appointment and remuneration	Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation
Expertise in	Importing,	Financial Planning, Marketing	Production and Operation

specific functional areas	Manufacturing, Marketing, Product Development	and Compliance	Management
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil	Nil
Memberships / Chairmanships of committees of other public companies	Nil	02	Nil
Name of listed Companies from which Director has resigned in past three years	Nil	Nil	Nil
No. of Board Meetings attended during the year	19	19	19
Number of Shares held in the Company	35,26,400	21,03,130	17,34,070

**By Order of the Board of Directors
For Hemant Surgical Industries Limited**

**sd/-
Meenal Patodia
Company Secretary and Compliance officer**

Registered Office:
502,5th Floor, Ecstasy Business Park Co-Op Society Limited,
J.S.D. Road, Mulund West, Mumbai-400080

**Place: Mumbai
Date: August 28, 2025**

ANNEXURE 'B'

STATEMENT CONTAINING REQUIRED INFORMATION PURSUANT TO SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:

- (1) Nature of industry: **The Company is engaged in the business of manufacturing importing, assembling and marketing a comprehensive portfolio of medical equipment and disposables.**
- (2) Date or expected date of commencement of commercial production: **The Company is already in production for many years.**
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not applicable**
- (4) Financial performance based on given indicators

Financial Year 2024-25	Rs. in Lakhs
Revenue from Operations:	10,652.66
Profit after Tax	813.21

- (5) Foreign investments or collaborations, if any.: **Nil**

II. Information about the appointee:

Sr. No.	Particulars	Mr. Kaushik Hanskumar Shah	Mr. Hanskumar Shamji Shah	Mr. Hemant Praful Shah
1	Background details	Mr. Kaushik Hanskumar Shah has completed his B.com from Commercial University Limited in the year 2006 and has an experience of over 15 years in importing, manufacturing and marketing healthcare products and services. At present, he is responsible for Finance, Accounting, Product Development and Quality in our company. We believe that his vast business acumen will provide the requisite value	Mr. Hanskumar Shamji Shah was is director of the Company and has an overall experience of around 35 years in the field of designing of sports and fitness equipments.	Mr. Hemant Praful Shah has work experience of around 25 years in Product Development and Manufacturing of Healthcare and Surgical products.

		addition to our company		
2	Past remuneration	Rs. 5.00 Lakh per month	Rs. 5.00 Lakh per month	Rs. 5.00 Lakh per month
3	Recognition or awards	Nil	Nil	Nil
4	Job profile and his suitability	Considering his rich experience and vast knowledge, the board considers him as a fit candidate for the position.	He has overall experience of around 35 years in the industry and is into the business he is involved in importing, manufacturing and marketing healthcare products and services.	He has an overall experience of around 15 years in the industry and is into the business of manufacturing importing, assembling and marketing a comprehensive portfolio of medical equipment and disposables.
5	Remuneration proposed	Not exceeding Rs. 8.00 Lakhs per month	Not exceeding Rs. 8.00 Lakhs per month	Not exceeding Rs. 8.00 Lakhs per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Taking into account the turnover of the Company and responsibilities of the directors, remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country	Taking into account the turnover of the Company and responsibilities of the directors, remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country	Taking into account the turnover of the Company and responsibilities of the directors, remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country
7	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any	Son of Hanskumar Shamji Shah and cousin of Hemant Praful Shah	Hanskumar Shamji Shah is the father of Kaushik Hanskumar Shah and uncle of Hemant Praful Shah	Nephew of Hanskumar Shamji Shah and cousin of Kaushik Hanskumar Shah

III. Other information:

(1) Reasons of loss or inadequate profits: Company has earned profit during last three consecutive financial years (including the current year). However, in future the company might have loss or inadequate profit due to market condition or competitive environment.

(2) Steps taken or proposed to be taken for improvement: The Company is focused on cost reduction and other strategic initiatives.

(3) Expected increase in productivity and profits in measurable terms: The outcome of the initiatives taken by the Company in terms of productivity and profits will be visible in coming years.

**By Order of the Board of Directors
For Hemant Surgical Industries Limited**

**sd/-
Meenal Patodia
Company Secretary and Compliance officer**

Registered Office:
502,5th Floor, Ecstasy Business Park Co-Op Society Limited,
J.S.D. Road, Mulund West, Mumbai-400080

**Place: Mumbai
Date: August 28, 2025**