

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.
Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.
Tel no. : 022-50705050
Email : sales@heranba.com
CIN No : L24231GJ1992PLC017315

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 “(Act)” read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars Issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, April 22, 2026 at 9:00 a.m. (IST)	Thursday, May 21, 2026 at 5:00 p.m. (IST)

Dear Members,

NOTICE of Postal ballot is hereby given to the members of Heranba Industries Limited pursuant to the provisions of Section 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 and MCA General Circular No. 03/2025 dated 22nd September, 2025 (collectively “**MCA Circulars**”), issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing the aforesaid Ordinary Resolution by members of Heranba Industries Limited (“**Company**”) through Postal Ballot by voting through electronic means only (“**remote e-voting**”). Further details are set out in this Postal Ballot Notice (“**Notice**”).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Notice for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (“RTA”). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the “**Notes**” section of this Notice.

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : **L24231GJ1992PLC017315**

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of “**Bigshare Services Private Limited**” (hereinafter referred to as “**Service Provider**”) for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.heranba.co.in/>

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their “Assent” (**FOR**) or “Dissent” (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5:00 p.m. (IST) on Thursday, May 21, 2026**. The remote e-voting facility will be disabled by Service Provider immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors has appointed Mr. Prabhat Maheshwari (Membership No. FCS 2405, CP No. 1432) or failing him Mr. Nirmal Gupta (Membership No. ACS 45839, CP No. 27144) of M/s. GMJ & Associates, Practising Company Secretaries, as Scrutinizers to scrutinize the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the e-voting by Postal Ballot will be announced not later than two working days from the conclusion of the Remote e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will be communicated to BSE Limited as well as National Stock Exchange of India Limited where the equity shares of the Company are listed and will also be displayed on the website of the Company at <https://www.heranba.co.in/> and on the website of Service Provider at <https://ivote.bigshareonline.com> and shall also be displayed at the Registered Office of the Company.

The last date of e-voting, i.e. **Thursday, May 21, 2026**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.
Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.
Tel no. : 022-50705050
Email : sales@heranba.com
CIN No : L24231GJ1992PLC017315

SPECIAL BUSINESS:**Item No. 1:****APPOINTMENT OF MR. OMPRAKASH SINGH (DIN: 02103500) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIRST TERM OF FIVE CONSECUTIVE YEARS:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act 2013, relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors, the approval of the members of the Company be and is hereby accorded to the appointment of Mr. Omprakash Singh (DIN: 02103500) as a Non-Executive Independent Director of the Company for a term of five consecutive years **with effect from April 01, 2026 till March 31, 2031**, and whose office shall not be liable to determination by retirement by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 2:**APPOINTMENT OF MR. ROSHAN R SHETTY (DIN: 08006518) AS A DIRECTOR VIS A VIS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution with or without modifications, as a **Special Resolution**:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in accordance with sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act, as amended from time to time, and pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Roshan R. Shetty (DIN: 08006518):

- (i) as a Director of the Company with effect from April 01, 2026 and is liable to retire by rotation and
- (ii) as a Whole-time Director of the Company, liable to retire by rotation, for a term of five (5) years commencing from April 01, 2026, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting;

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

The Board has appointed Mr. Prabhat Maheshwari (Membership No. FCS 2405, CP No. 1432) or failing him Mr. Nirmal Gupta (Membership No. ACS 45839, CP No. 27144) of M/s. GMJ & Associates, Practising Company Secretaries, as Scrutinizer (“the Scrutinizer”) for conducting and scrutinizing the Postal Ballot process through remote e-voting in a fair and transparent manner. Mr. Prabhat Maheshwari has communicated his willingness to be appointed as the Scrutinizer and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman, or any other person authorized by him after completion of scrutiny of Postal Ballots (through remote e-voting). The results of the e-Voting through Postal Ballot shall be declared within two working days from the conclusion of e-voting. The results along with scrutinizers report shall be communicated to the BSE Limited and National Stock Exchange of India Limited where Equity Shares of the Company are listed, depositories and shall also be available on BSE Portal as well as NSE Portal and website of the Company i.e. <https://www.heranba.co.in/>

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. **Thursday, May 21, 2026.**

REGISTERED OFFICE

Plot No-1504/1505/1506/1,
Phase-III, GIDC,
Vapi

Dist-Valsad
Gujarat
PIN-396195

By order of Board of Directors
For **Heranba Industries Limited**
Sd/-

Abdul Latif
Company Secretary
M.No-ACS17009
Place: Mumbai
Date: March 31, 2026

The Resolutions along with explanatory statement pursuant to Sections 102 and other applicable provisions of the Act read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts are as follows:

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice to those Members whose names appear in the Register of Members/List of



HERANBA INDUSTRIES LIMITED

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

Beneficial Owners as received from the Depositories/Bigshare Services Private Limited the Company's Registrars and Transfer Agent ("RTA") as on **Friday, April 17, 2026 ("Cut-Off Date")**. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

3. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot process through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
5. The remote e-voting shall commence on **Wednesday, April 22, 2026 at 9:00 a.m. (IST)** and shall end on **Thursday, May 21, 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Service Provider for voting thereafter.
6. The Board of Directors has appointed Mr. Prabhat Maheshwari (Membership No. FCS 2405, CP No. 1432) or failing him Mr. Nirmal Gupta (Membership No. ACS 45839, CP No. 27144) of M/s. GMJ & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, and the results of the voting will be announced within two (2) working days from last date of e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.heranba.co.in/> on the website of Service Provider at <https://ivote.bigshareonline.com> and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e- voting i.e. **on Thursday, May 21, 2026**.
9. A copy of this Notice is also available on the website of the Company at <https://www.heranba.co.in/> and on the website of **BSE Limited ("BSE") at www.bseindia.com, and National Stock Exchange Limited ("NSE") at www.nseindia.com** on which the equity shares of the Company are listed.

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

10. The vote in this Postal Ballot cannot be exercised through proxy.
11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to compliance@heranba.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
12. Those Members, who have already registered their email addresses, are requested to keep their email addresses validated with their Depositories/Depository Participants/RTA to enable servicing of notices/ documents/ Annual Reports and other communication electronically to their email address in future.
13. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
14. The instructions for Equity Shareholders for remote e-voting are annexed as Annexure-I titled as “**Bigshare i-Vote E-Voting System**”.

REGISTERED OFFICE

Plot No-1504/1505/1506/1,
Phase-III, GIDC,
Vapi

Dist-Valsad
Gujarat
PIN-396195

By order of Board of Directors
For **Heranba Industries Limited**
Sd/-

Abdul Latif
Company Secretary
M.No-ACS17009
Place: Mumbai
Date: March 31, 2026

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

EXPLANATORY STATEMENT

Pursuant to Sections 102(1) and 110 of the Companies Act, 2013 (“Act”)

ITEM NO-1:**APPOINTMENT OF MR. OMPRAKASH SINGH (DIN: 02103500) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FIRST TERM OF FIVE CONSECUTIVE YEARS:**

Mr. Omprakash Singh (DIN: 02103500) was appointed as an Additional Director to hold the office of the Non-Executive Independent Director of the company, in the board meeting held on March 31, 2026, subject to the approval of the members of the company for a term of five years commencing from April 01, 2026 till March 31, 2031.

The aforesaid appointment is subject to approval of the members of the Company through this Postal ballot notice.

The Board of Directors of the Company (“the Board”) recommended the appointment of **Mr. Omprakash Singh (DIN: 02103500) as Non-Executive Independent Director of the Company for a term of 5(Five) Years with effect from April 01, 2026**, for the approval of the Members by way of Special Resolution in terms of Section 149 read with Schedule IV of the Companies Act, 2013 („the Act“), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 („Listing Regulations 2015“), as set out in the Resolution relating to his appointment.

Mr. Omprakash S. Singh (DIN: 02103500) is also Non Executive Independent Director in De facto subsidiary company namely Daikaffil Chemicals India Limited, of the Company. He holds a Bachelor of Laws (LL.B.) degree from the University of Bombay (1987). He is an Associate Member of the **Institute of Company Secretaries of India (ICSI)**, New Delhi, and also holds a **Diploma in Export and Import Management**. He possesses over **four decades of experience** in the areas of secretarial practice and corporate laws. His expertise includes legal matters and contracts, secretarial operations, SEBI compliances, trademarks, and intellectual property rights in India and abroad.

The Board is of the view that, considering the qualifications, positive attributes, experience, expertise and independence of Mr. Omprakash Singh (DIN: 02103500), his association would benefit the Company.

Mr. Omprakash Singh has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the Company.

In the opinion of the Board, Mr. Omprakash Singh fulfil the conditions specified in the Act, the Rules thereunder and the SEBI (LODR) Regulations 2015 for appointment as an Independent Director and he is independent of the management of the Company.

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

Brief profile of Mr. Omprakash Singh, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the SEBI (LODR) Regulations, are given herein below:

Name of Director	Omprakash S. Singh
Date of Birth	August 09, 1959
DIN No.	02103500
Date of Appointment	April 01, 2026
Qualifications:	LL.B. - in 1987 University of Bombay An Associate Member of the Institute of Company Secretaries of India, New Delhi Diploma in Export Import Management.
Experience in functional area	Expertise in Legal Matters/Contracts, Trade Marks and Intellectual Properties Rights in India and abroad
Experience in years	More than four (4) decades in secretarial and corporate law.
No. of equity shares held in your Company	Nil
No. of Board meetings attended during F.Y. 2025-26	Not Applicable
Relationship with other Directors and Key Managerial Personnel :	No relationship with other directors and Key Managerial Personnel
Terms and conditions of appointment	5(Five) years as Non-Executive Independent Director of the company with effect from April 01, 2026. Not Liable to retire by rotation.
Other Directorships in Companies :	1. Daikaffil Chemicals India Limited (" De facto subsidiary of the Company") as Non-Executive Independent Director
Details of remuneration paid during Financial Year	Nil

Except **Mr. Omprakash Singh**, being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at **item No. 1** of the Notice.

The Board recommends the **Special Resolution** as set out at **item No. 1** for approval by the Members.

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.
Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.
Tel no. : 022-50705050
Email : sales@heranba.com
CIN No : L24231GJ1992PLC017315

ITEM NO. 2:**APPOINTMENT OF MR. ROSHAN R SHETTY (DIN: 08006518) AS A DIRECTOR VIS A VIS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY:**

Mr. Roshan R Shetty (DIN: 08006518) was appointed by the Board, on the recommendation of the Nomination & Compensation Committee (‘the Committee’), as an Additional Director with effect from April 01, 2026.

The Board further appointed **Mr. Roshan R Shetty (DIN: 08006518)** as a Whole Time Director for a term of 5(five) years effective from April 01, 2026 upon the terms & conditions hereinafter indicated.

The aforesaid appointment is subject to approval of the members of the Company through this Postal ballot notice.

Mr. Roshan Shetty has a Bachelor’s degree in Chemical Engineering from Institute of Chemical Technology (ICT, formerly known as University Department of Chemical Technology, UDCT Mumbai) and has a Master’s degree in Chemical Engineering from Georgia Institute of Technology. Mr Roshan Shetty has more than 6 years of experience in Chemical Process Design and Engineering, Process Development and Project Management. He has been instrumental in identifying and deploying concrete solutions for commercialization of new products, increasing operating efficiency and improving environmentally sustainable chemical processing.

Mr. Roshan R Shetty is associated with the Company since 2020 as a Head of Project, Research & Development of the Company. He is also Executive Director in De facto subsidiary company namely Daikaffil Chemicals India Limited. The Nomination & Remuneration Committee and the Board of Directors are of the opinion that Mr. Roshan R Shetty’s vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 2 of this Notice relating to his appointment as a Whole Time Director of the Company for a term of 5(five) years w.e.f. April 01, 2026 as a Special Resolution for your approval.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice from a member proposing candidature of **Mr. Roshan R Shetty (DIN: 08006518)** along with requisite deposit, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Brief profile of Mr. Roshan R Shetty (DIN: 08006518), nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the SEBI (LODR) Regulations, are provided herein below:

Name of Director	Mr. Roshan R. Shetty
Date of Birth	November 10, 1997
DIN No.	08006518
Date of Appointment	April 01, 2026
Qualifications:	Bachelor in Chemical Engineering from Institute of Chemical Technology (ICT, formerly known as University Department of Chemical Technology, UDCT Mumbai) Master’s degree in Chemical Engineering from

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

	Georgia Institute of Technology.
Experience in functional area	More than 6 (Six) Years in the field of Agro Chemicals*
No. of equity shares held in your Company	636250 (i.e. 1.59%)
No. of Board meetings attended during F.Y. 2025-26	0 (0%)
Relationship with other Directors and Key Managerial Personnel :	Mr. Roshan R. Shetty is the son of Mr. Raghuram K. Shetty, Managing Director of the Company, and the brother of Mr. Raunak R. Shetty, Whole-time Director of the Company. He also forms part of the Promoter Group and holds 1.59% equity shareholding in the Company.
Terms and conditions of appointment	5 (Five) Years w.e.f 01/04/2026 Liable to retire by rotation
Other Directorships in Companies :	<ul style="list-style-type: none">• SAMS Industries Private Limited• Heranba Agro Science Limited• Daikaffil Chemicals India Limited
Details of remuneration paid during Financial Year 2025-26	Rs. 29 Lakhs (Approximately)

Details of Remuneration payable to Mr. Roshan R Shetty w.e.f. April 01, 2026

Particulars	Amount (per month) in Rs.	Amount (P.A.) in Rs.
Basic	132,000	
Allowances:		
House Rent Allowance	44,000	
Education Allowance	1,100	
Washing Allowance	1,100	
Driver Salary Reimbursement	19,800	
Special Allowance	1,000	
Fuel Allowance Reimbursement	15,400	
Telephone & Internet Reimbursement	4,400	
Books & Periodicals	1,200	
Monthly Gross	2,20,000	
Ex-gratia / Bonus	18,333	
P.F. Co. Contribution	1,800	
Total CTC (Annual)	2,40,133	28,81,596

2. Subject to above Total CTC, The Board has the power to revise the Structure of Basic and allowance in accordance with Companies Act, Income tax Act, and as per the terms and conditions mutually agreed.
3. The Annual Salary shall stand increased by upto 15 % every financial year (effective from 1st April of each year) based on the annual performance and policy of the Company.



HERANBA INDUSTRIES LIMITED

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

4. Mr. Roshan R Shetty shall, along with the other employees of the Company, be entitled to the Bonus as per the Policy of the Company and will be in addition to the aforesaid Remuneration.
5. Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to **Mr. Roshan R Shetty** may be determined by the Board and / or the Nomination & Remuneration Committee of the Board.
6. Employees' stock options if granted to **Mr. Roshan R Shetty** any time, shall be in addition to the aforesaid remuneration.
7. Expenses incurred for travelling, board and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and/or borne by the Company at actuals and will be in addition to the aforesaid Remuneration.
8. The overall remuneration payable every year to **Mr. Roshan R Shetty** by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall be in accordance with the provision of the Section 197 of the Companies Act read with Schedule V of the Act.
9. All payments to be made or to be credited to Mr. Roshan R Shetty shall be subject to such deduction and withholdings of tax or otherwise as the Company may be mandated or required to do so whether by any applicable laws, regulations or guidelines or pursuant to any contract to such effect.
10. The Executive Director shall be entitled to participate, along with the other employees of the Company, in any of the employee benefit and compensation plans, whether statutory or otherwise, as may be generally available to employees of the Company including car, leave travel allowance, gratuity, medical and health insurance plans etc.
11. All other terms and conditions are mentioned in the Agreement entered into with Mr. Roshan R Shetty.

Minimum remuneration: As the Proposed Resolution in Item No-2 is the Special Resolution hence if the Special Resolution is passed then in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of **Mr. Roshan R Shetty**, the Company will make the payment of aforesaid remuneration to **Mr. Roshan R Shetty**, even the proposed remuneration exceed the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

If at any time the Whole Time Director ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Whole Time Director and his Agreement with the Company shall stand terminated forthwith.

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Roshan R Shetty under Section 190 of the Act.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act and SEBI (LODR) Regulations, 2015, the terms of remuneration specified above are now being placed before the Members for their approval.

Relevant documents in respect of the said item are open for inspection on all working days up to the date of the Meeting.

Except, Mr. Sadashiv K. Shetty, Chairman, Mr. Raghuram K Shetty, Managing Director, Mr. Raunak R. Shetty, Executive Director and Mr. Shriraj S Shetty, Executive Director, none of the other Directors, Key Managerial Personnel or the relatives of Directors and Key Managerial Persons are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 2 of the Notice.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Roshan R Shetty as Executive Director of the Company as set out in Item No. 2 for approval of the Members by way of a Special Resolution.

REGISTERED OFFICE

Plot No-1504/1505/1506/1,
Phase-III, GIDC,
Vapi

Dist-Valsad
Gujarat
PIN-396195

By order of Board of Directors
For **Heranba Industries Limited**
Sd/-

Abdul Latif
Company Secretary
M.No-ACS17009

Place: Mumbai
Date: March 31, 2026

Annexure-I

Bigshare i-Vote E-Voting System

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Wednesday, April 22, 2026 at 9:00 a.m. (IST) and ends on Thursday, May 21, 2026 at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. 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 company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<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 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.

- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338