



HandsOn Global Management (HGM) Limited

(Formerly known as HOV Services Limited)

CIN: L72200PN1989PLC014448

Registered Office: 3rd Floor Sharda Arcade, Pune Satara Road, Bibwewadi, Pune-411037

Tel: 91 20 24221460 | www.hgmlimited.com | ir@hgmlimited.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set out in this Notice is proposed to be passed by the members of HandsOn Global Management (HGM) Limited ("the Company" or "HGM") by means of Postal Ballot, only by way of remote e-voting process (the "e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"); Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules; and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"); Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with SEBI Master Circular No. SEBI HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

SPECIAL BUSINESS:

Appointment of Mr. Kesavan Nair Padmanabhan (DIN: 11590183) as an Independent Director of the Company to hold office for a 1st term of 5 (five) consecutive years effective from March 7, 2026 up to March 6, 2031.

To consider and 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 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approvals of the Shareholders' of the Company be and is hereby accorded for the appointment of Mr. Kesavan Nair Padmanabhan (DIN: 11590183) who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company, with effect from March 7, 2026 under section 161 of the Act and who qualifies for being appointed as an Independent Director, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a 1st term of 5 (five) consecutive years effective from March 7, 2026 up to March 6, 2031." (both days inclusive)."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Kesavan Nair Padmanabhan (DIN: 11590183) as an Independent Director of the Company during his aforesaid term of office, notwithstanding that he will attain the age of 75 (Seventy-Five) years on June 15, 2028, and accordingly his continuation as an Independent Director beyond the said age during the remaining period of his tenure, be and is hereby specifically approved."



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“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient, including to delegate all or any of its powers conferred herein to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, as may be necessary, to give effect to this Resolution.”

By Order of the Board of Directors
For **HandsOn Global Management (HGM) Limited**

Bhuvanesh Sharma
**VP-Corporate Affairs &
Company Secretary & Compliance Officer**

Place: Pune
Date: March 7, 2026

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 and along-with information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) stating material facts and reasons for the proposed resolutions, in respect of Special Business/(s) in this electronic Postal Ballot Notice, is annexed hereto.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the persons seeking appointment as a Director is furnished as **Annexure – A** in the Explanatory Statement of this Notice.
3. In terms of the MCA Circulars, the Notice of Postal Ballot along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Registrar and Share Transfer Agent i.e. KFin Technologies Limited (“KFinTech”) or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the **cut-off date i.e., March 20, 2026**.
4. All the Members of the Company as on the cut-off date shall be entitled to vote electronically. A person who became a member after the cut-off date should consider this Notice for information purpose only.
5. The Postal Ballot Notice will also be available on the website of the Company <https://www.hgmlimited.com>; website of the KFinTech at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). As per the applicable MCA Circulars, the physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not required to be sent to the members for this Postal Ballot.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has provided a facility to the Members to exercise their votes electronically through electronic voting system (e-voting) platform. The e-voting service platform will be provided by KFinTech.
7. Accordingly, all members can cast their votes electronically through the e-voting facility provided by the KFinTech. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically.
8. **The e-voting shall commence on March 27, 2026 at 9.30 AM (IST) and will end on April 25, 2026 at 5.00 PM (IST).** The e-voting module shall be disabled by KFinTech for voting thereafter. During this period, the Members of the Company holding shares as on the **cut-off date, i.e., March 20, 2026**, may cast their vote by electronic means. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.



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9. Mr. Prajot Tungare, a Practicing Company Secretary (Membership No.: F5484), or in his absence Jayesh Parmar (Membership No.: F11745), Partner/s, of M/s. Prajot Tungare & Associates, Practicing Company Secretaries, are been appointed as Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner. Their decision on the validity of the Postal Ballot shall be taken as final.
10. The Scrutinizer will prepare his report after conclusion of the voting period and shall submit the said report to the Chairman of the Company or any official authorized by the Chairman in this regard.
11. **The results of the e-voting will be announced within 2 (two) working days from the end of e-voting period**, at the registered office of the Company by placing the same along with the Scrutinizer's report on the Company's website <https://www.hgmlimited.com> and shall also be placed on the website of KFinTech and shall be filed with the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolution in the Notice shall be deemed to be passed on **April 25 2026** i.e. the last day of the voting period.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date of voting. Any Member seeking to inspect can send an email to ir@hgmlimited.com.
13. Members are requested to register their email addresses, if not yet registered, to enable the Company to provide all communications to the members through email.
14. Members who have not yet registered their email addresses are requested to get their email addresses registered with KFinTech, on a temporary basis, by following the procedure mentioned below:
 - a. Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
 - b. Select the Company name i.e., **HandsOn Global Management (HGM) Limited (Event No. 9495,)**
 - c. Select the holding type from the drop down i.e. - NSDL/CDSL/Physical.
 - d. Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - e. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f. In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - g. Enter the email address and mobile number.
 - h. System will validate DP ID – Client ID/Folio No. and PAN or share certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
 - i. Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
 - j. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the Member.
 - k. **Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email addresses with their DPs permanently, so that all communications are received by them in electronic form.**
 - l. In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.



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15. The Members are requested to follow the instructions for e-voting process as provided in the Notice.

16. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed previously mentioned Special Resolution is annexed hereto.**

EXPLANATORY STATEMENT TO THE NOTICE OF POSTAL BALLOT FOR THE AGENDA

Proposal:

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), has considered and approved the appointment of Mr. Kesavan Nair Padmanabhan (DIN: 11590183) as an Additional Director (Non-Executive Independent) of the Company, with effect from March 7, 2026 under section 161 of the Companies Act, 2013 ("the Act") subject to approval of the Members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a 1st term of 5 (five) consecutive years commencing from March 7, 2026 up to March 6, 2031." (both days inclusive).

Mr. Kesavan Nair Padmanabhan will attain the age of 75 years on 15th June, 2028 during the proposed first term of appointment. The Board is of the view that considering his rich experience, multi-faceted role, his continued association during his first term of five consecutive years, shall be of immense significance and value to the Company. Pursuant to Regulations 17(1A) of the Listing Regulations, consent of Members by way of Special Resolution is required for continuation of directorship of Non-Executive Director of the Company, after he has attained the age of seventy five years. Considering that Mr. Kesavan Nair Padmanabhan shall attain the age of seventy five years during his first term of five consecutive years, the Company seeks consent of the Members for him to continue as Director of the Company, thereafter.

Process & Basis of Appointment:

The NRC had identified skills, expertise and competencies required by the Board to fill the position of independent director of the Company, had selected Mr. Nair who is independent director and recommended to the Board for his appointment. After considering the qualifications, skillsets, experience, independence, knowledge and his ability to devote sufficient time, the Board put his appointment as an Independent Director before the Shareholders' of the Company.

Mr. Nair has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Nair fulfils the conditions specified in the Act and Listing Regulations for his appointment as an Independent Director and that he is independent of the management. The Company has received notice under section 160 of the Act for the candidature of Mr. Nair for the office of Independent Director of the Company.

The Board of Directors recommends the Special Resolution set forth in this Notice for the approval of the Members including for continuance of Mr. Nair as Non-Executive Independent Director of the Company after he attains the age of seventy five years, for approval by the Members.

None of the directors, Key Managerial Personnel of the Company and their relatives except for their directorship and/ or to the extent of their shareholding are concerned or interested financially or otherwise in the business set forth in the Notice.

By Order of the Board of Directors

For **HandsOn Global Management (HGM) Limited**

Bhuvanesh Sharma

VP-Corporate Affairs &

Company Secretary & Compliance Officer

Place: Pune

Date: March 7, 2026



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ANNEXURE TO THE NOTICE OF POSTAL BALLOT

Details such as profile of director and additional information as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, for director seeking appointment/ re-appointment are as below:

Sr. No.	Particulars	Details
1	Name of the Director	Mr. Kesavan Nair Padmanabhan
2	Director Identification Number (DIN)	11590183
3	Date of Birth and Age	15/06/1953 / 72.8 years
4	Qualifications	Business Management; Training and certifications in Commercial Negotiations, General Sales skills, Customer Care Program
5	Category / Designation	Independent and Non-Executive Director
6	Date of first Appointment on the Board	March 7, 2026 (As Additional Director- Non Executive Independent)
7	Name of listed entities from which the person has resigned in the past three years	Nil
8	Directorship in other Companies	Nil
9	Chairmanship / Membership of Committees in other Companies	Nil
10	Number of Equity Shares held in the Company & Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
11	Relationship between Director inter-se; with other Directors and Key Managerial Personnel of the Company	Mr. Nair is not related to any other Director/KMP of the Company.
12	Remuneration last drawn (in FY 2025-26), if applicable	Not applicable as this being the 1 st term of appointment.
13	Remuneration proposed to be paid	Would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.
14	Attendance at Board Meetings during the year 2025-26	Not Applicable since appointed as Independent Director with effect from March 7, 2026.
15	Justification for appointment as Independent Director	The NRC had identified skills, expertise and competencies required by the Board to fill the position of women independent director of the Company, had selected Mr. Nair who is an independent director and recommended to the Board for his appointment. After considering the qualifications, skillsets, experience, independence, knowledge and his ability to devote sufficient time, the Board put the appointment as an Independent Director before the Shareholders' of the Company.

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16	Skills, experiences and capabilities required for the role.	a) General business practices & operations management. b) Best Practices in customer engagement and management. c) Commercial bidding & tender negotiations. d) Commercial contract management. e) Building & introducing Joint Venture businesses to major clients such as Saudi Aramco. f) Best practices in networking and relationship management. g) Value selling; building proposals that brings real value to customers while generating profit for our business.
17	Brief Profile	Mr. Nair is a seasoned Oil & Gas industry professional with over 40 years of business experience successfully building a highly reputable multi-million dollar enterprise from a start-up. My motivation for success continues to be building an extensive executive network with the purpose of connecting the latest proven technology in various sectors with industry majors such as Saudi Aramco to whom I have successfully introduced some of the latest & state of the art upstream drilling technologies like Smart Well, expandable casing, oilfield tracers, ESP packers etc. He had also helped many businesses in the Health & Technology, EV, Renewable Energy, Data Centers, Digital Twin, Hydrogen Fuel Cells to try & raise capital through his extensive network.
18	Terms and conditions of appointment	1 st term of consecutive five years w.e.f. March 7, 2026.
19	Nature of expertise in specific functional areas / Expertise/skills	His expertise stems from over 40 years of working and building a business from the ground up. Additional skills to those mentioned above include, coaching and mentoring my team, building a team that can deliver successful outcomes, developing and maintaining an executive network based on trust and value delivery to win contracts, and negotiate the best outcome from both the customer and his business.

IMPORTANT DATES AND INFORMATION FOR POSTAL BALLOT ELECTRONIC VOTING

Sr. No.	Particulars	Details
1	Cut-of date for e-voting	March 20, 2026
2	Remote e-voting start date and time	March 27, 2026 at 9:30 AM IST
3	Remote e-voting end date and time	April 25, 2026 at 5:00 PM IST
4	Date on which resolution deemed to be passed	On the date of declaration of e-voting results
5	Remote E-voting website of KFin	https://evoting.kfintech.com

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6	Name, address and contact details of e-voting service provider and Registrar and Transfer Agent	KFin Technologies Limited ("KFinTech"), Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032 Contact details: Phone No.: 040-6716 1509 or KFinTech's toll free No.: 1800-3094-001
7	Email registration & contact updating process	Demat shareholders: Contact respective Depository Participants Physical Shareholders: Send Form ISR-1 and other relevant forms to KFinTech at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Rangareddy, Telangana India – 500 032 or at the email ID einward.ris@kfinotech.com

INSTRUCTIONS FOR E-VOTING

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode

TYPE OF MEMBER	LOGIN METHOD
Individual Members holding securities in demat mode with NSDL NSDL Mobile App is available on  App Store  Google Play  	- 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 the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: - Visit the e-services website of NSDL 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. Thereafter enter the existing user id and password. - After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. - Click on company name i.e. HandsOn Global Management (HGM) Limited or ESP i.e. KFin. - Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.



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	3. Those not registered under IDeAS: - Visit https://eservices.nsdl.com for registering. - Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-voting website of NSDL https://www.evoting.nsdl.com. - 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. - Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. - After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. - Click on company name i.e HandsOn Global Management (HGM) Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. - Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
TYPE OF MEMBER	LOGIN METHOD
Individual Members holding securities in demat mode with CDSL	1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility: - Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. - Click on New System Myeasi. - Login to Myeasi option under quick login. - Login with the registered user ID and password. - Members will be able to view the e-voting Menu. - The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest - Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc.

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	iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'HandsOn Global Management (HGM) Limited or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (**EVENT 9495**), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

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- V. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'HandsOn Global Management (HGM) Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- X. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

By Order of the Board of Directors

For **HandsOn Global Management (HGM) Limited**

Bhuvanesh Sharma

VP-Corporate Affairs &

Company Secretary & Compliance Officer

Place: Pune

Date: March 7, 2026