HOARE MILLER AND CO LTD (CIN-U51909WB1920PLC003570)
Regd. Off: 5, Fairlie Place, Kolkata – 700001,
email- hoaremiller@gmail.com, Phone-033-22304664/ 4721

ADDENDUM TO THE NOTICE OF 106th ANNUAL GENERAL MEETING

This Addendum is in continuation of the Notice dated 30.05.2026 convening the 106th Annual General Meeting ("AGM") of the Members of HOARE MILLER AND CO LTD (hereinafter referred to as 'the Company') will be held on Wednesday, 30th September, 2026 at 11.00 A.M. at the registered office at 5, FAIRLIE PLACE, KOLKATA, West Bengal, India, 700001.

Members are hereby informed that subsequent to the Notice of the AGM, M/s. SDP & ASSOCIATES, Chartered Accountants, having FRN: 322176E Statutory Auditors of the Company, resigned from the office of Statutory Auditor of the Company with effect from 14 August 2026, resulting in a casual vacancy in the office of Statutory Auditor of the Company.

The Board of Directors, at its meeting held on 21 August 2026, has considered the resignation and, subject to the applicable provisions of the Companies Act, 2013 and the approval of the Members, proposed the appointment of M/s. AMIT RAY & CO., Chartered Accountants of Flat 4U, 3rd Floor, E Block, S. D. Tower, Prafulla Kanan West, Kestopur, Kolkata 700101, Firm's Regn. No: 0000483C, represented by its Partner Mr. Srabana Bhattacharyya, having Membership No. 062118, to fill the casual vacancy caused by the resignation of the existing Statutory Auditor.

Accordingly, the following additional business is proposed to be transacted at the ensuing AGM:

SPECIAL BUSINESS

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION

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

"**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation made by the Board of Directors of the Company, M/s. AMIT RAY & CO., Chartered Accountants of Flat 4U, 3rd Floor, E Block, S. D. Tower, Prafulla Kanan West, Kestopur, Kolkata 700101, Firm's Regn. No: 0000483C, represented by its Partner Mr. Srabana Bhattacharyya, having Membership No. 062118 who have submitted their written consent and eligibility certificate under Section 141 of the Act, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the previous auditors, M/s. SDP & ASSOCIATES, Chartered Accountants, having FRN: 322176E."

"RESOLVED FURTHER THAT M/s. AMIT RAY & CO., Chartered Accountants of Flat 4U, 3rd Floor, E Block, S. D. Tower, Prafulla Kanan West, Kestopur, Kolkata 700101, Firm's Regn. No: 0000483C, represented by its Partner Mr. Srabana Bhattacharyya, having Membership No. 062118 shall hold office as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be mutually agreed upon decided by the Board of Directors and the Auditor."

"RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, relevant, or expedient to give effect to this resolution, including but not limited to filing the dynamic Form ADT-1 with the Registrar of Companies (RoC), making necessary entries in the statutory registers, and issuing the formal appointment letter to the newly appointed Statutory Auditors."

ITEM NO. 4: APPOINTMENT OF STATUTORY AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section – 139(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. AMIT RAY & CO., Chartered Accountants of Flat 4U, 3rd Floor, E Block, S. D. Tower, Prafulla Kanan West, Kestopur, Kolkata 700101, Firm's Regn. No: 0000483C, represented by its Partner Mr. Srabana Bhattacharyya, having Membership No. 062118 be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2031 at a remuneration to be decided by the board of Directors in consultation with the Auditors plus applicable Tax and reimbursement of Travelling and out of Pocket Expenses incurred by them for the purpose of Audit."

By Order of the Board of Directors
For HOARE MILLER AND CO LTD

Registered Office:
5, FAIRLIE PLACE, KOLKATA, West Bengal, India, 700001
Tel.: 033-22304664/4721
Email: hoaremiller@gmail.com
CIN: U51909WB1920PLC003570

Sd/- GOVARDHAN DAS AGARWAL

Managing Director
DIN: 00545428

Date: 04/09/2026

Place: Kolkata

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

Item No. [3]

The following Explanatory Statement sets out all material facts relating to the Ordinary Resolution mentioned above.

M/s. SDP & ASSOCIATES, Chartered Accountants, having FRN: 322176E, who were serving as the Statutory Auditors of the Company, resigned via letter dated 14/08/2026, resulting in a casual vacancy in the office of the Statutory Auditors under Section 139(8) of the Companies Act, 2013.

The Board of Directors, at their meeting held on 21/08/2026 noted the resignation and recommended the appointment of M/s. AMIT RAY & CO., Chartered Accountants of Flat 4U, 3rd Floor, E Block, S. D. Tower, Prafulla Kanan West, Kestopur, Kolkata 700101, Firm's Regn. No: 0000483C, represented by its Partner Mr. Srabana Bhattacharyya, having Membership No. 062118, to fill the casual vacancy. The Company has received a written consent letter and eligibility certificate under Section 141 of the Companies Act, 2013, from M/s. AMIT RAY & CO., stating that their appointment, if made, will satisfy all criteria prescribed under the Act.

Consent of the members is being sought by way of an Ordinary Resolution to formalize this appointment.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are concerned or interested, financially or otherwise, in this resolution. The Board recommends passing this Ordinary Resolution in the interest of the Company.

The Board recommends the resolution set out at Item No. [3] for approval of the Members.

Item No. [4]

The appointment of M/s. AMIT RAY & CO., Chartered Accountants of Flat 4U, 3rd Floor, E Block, S. D. Tower, Prafulla Kanan West, Kestopur, Kolkata 700101, Firm's Regn. No: 0000483C, represented by its Partner Mr. Srabana Bhattacharyya, having Membership No. 062118, to fill the casual vacancy shall be effective until the conclusion of the ensuing AGM.

The Board has further proposed the appointment of M/s. AMIT RAY & CO., Chartered Accountants of Flat 4U, 3rd Floor, E Block, S. D. Tower, Prafulla Kanan West, Kestopur, Kolkata 700101, Firm's Regn. No: 0000483C, represented by its Partner Mr. Srabana Bhattacharyya, having Membership No. 062118 as Statutory Auditors of the Company at the AGM for the applicable statutory term, subject to the approval of the Members, in accordance with Sections 139 and 142 of the Companies Act, 2013.

The proposed auditor has confirmed their eligibility and furnished the requisite consent and certificate under the applicable provisions of the Act.

The Board recommends the resolution set out at Item No. [4] for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

NOTES TO THE ADDENDUM

1. This Addendum shall be read together with the Notice dated 30.05.2026 convening the 106th Annual General Meeting of the Company.
2. The original Notice of the AGM shall remain unchanged except to the extent specifically modified, supplemented or amended by this Addendum.
3. Accordingly, the Item Nos. 1 & 2 and references in the original Notice shall be read suitably in conjunction with the additional items contained in this Addendum.
4. Members are requested to take note of the above additional business proposed to be transacted at the AGM.
5. The Addendum to the Notice of AGM is being sent to all the Members, Directors, Statutory Auditors and other persons entitled to receive the Notice of AGM.

By Order of the Board of Directors
For HOARE MILLER AND CO LTD

Sd/- GOVARDHAN DAS AGARWAL

Managing Director
DIN: 00545428

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CIN: U51909WB1920PLC003570

Date: 04/09/2026

Place: Kolkata