



REF: HSL/SEC/2020/57

September 30, 2020

To The Deputy Manager Department of Corporate Services BSE Ltd. PJ Towers, Dalal Street Mumbai -400001 Script Code: 514043	To The Manager National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai 400051 Symbol: HIMATSEIDE
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Dear Sir/Madam,

**Sub: Proceedings of 35<sup>th</sup> Annual General Meeting of the Company**

**Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The 35<sup>th</sup> Annual General Meeting (AGM) of the Members of Himatsingka Seide Limited ("the Company") was held on Tuesday, September 29, 2020 at 11:30 a.m. through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The meeting was held in compliance with the General Circular nos. 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. At the AGM, total of 47 members attended through Audio Visual means.

Mr. D. K. Himatsingka, Executive Chairman, chaired the Meeting. The Chairman welcomed all the members present in the meeting. The requisite quorum being present, he called the meeting to order. He introduced the Directors and Key Management Personnel present at the meeting. Mr. Rajiv Khaitan, Chairperson of Audit Committee, Mr. Pradeep Bhargava, Chairperson of Nomination and Remuneration Committee and Mrs. Sangeeta Kulkarni, Chairperson of Stakeholders' Relationship Committee were present at the Meeting. He further confirmed that the Statutory Auditor and Secretarial Auditors were participating in the meeting. He stated that there were no adverse remarks in the Statutory Auditors report and the observations of Secretarial Auditor and the response of the Board is available in the Annual Report.

The Statutory Records were made available at the meeting for inspection. With the consensus of members, the Notice of the 35<sup>th</sup> AGM and the Auditor's Report were taken as read.

Mr. D. K. Himatsingka, Executive Chairman gave a brief synopsis of the current scenario in view of Covid-19 pandemic ("COVID") and Mr. Shrikant Himatsingka, Managing Director & CEO, addressed the members on the operations and the financial performance of the Company during FY 2020 and also the impact of COVID.

Thereafter, the Chairman invited speaker members, who had registered as speakers for the meeting, to speak and ask questions, if any. Queries of the members were duly addressed by Mr. Shrikant Himatsingka, Managing Director and CEO.

**Himatsingka Seide Limited**  
Registered Office: 10/24 Kumara Krupa Road  
High Grounds, Bangalore 560 001, India  
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E hslblr@himatsingka.com  
CIN L17112KA1985PLC006647  
[www.himatsingka.com](http://www.himatsingka.com)

*M. Shrikant*



The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on Saturday, 26th September, 2020 and ended at 5.00 p.m. on Monday, 28th September, 2020. The Chairman informed the Members that the facility for voting through Insta-Poll was made available during the Meeting for Members who had not cast their vote prior to the Meeting. Mr. Prakash Kamath, Practicing Company Secretary was appointed as the scrutinizer for the process of e-voting and Insta-Poll.

Following businesses were transacted at the 35<sup>th</sup> AGM of the Company as per the Notice of AGM dated August 27, 2020 and all the resolutions have been duly passed with requisite majority as per the Scrutinizer's report dated September 30, 2020 which is being forwarded separately.

**Ordinary Businesses:**

1. Receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Boards' Report and Report of Auditors' thereon.
2. Receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of Auditors' thereon.
3. Declare final dividend of Re. 0.50 per equity share for the financial year ended March 31, 2020.
4. Re-appoint Mr. V. Vasudevan (DIN:07521742), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Businesses:**

5. Re-Appointment of Mr. Rajiv Khaitan (DIN: 00071487) as an Independent Director.
6. Appointment of Mr. Raja Venkataraman (DIN: 00669376) as an Independent Director.

The meeting concluded at 12.15 p.m.

The Chairman of the meeting authorized Mr. Sridhar Muthukrishnan, Company Secretary, to declare the results of voting within 48 hours from the conclusion of the meeting.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Himatsingka Seide Limited

Sridhar Muthukrishnan  
Company Secretary



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Registered Office: 10/24 Kumara Krupa Road  
High Grounds, Bangalore 560 001, India  
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CIN L17112KA1985PLC006647  
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REF: HSL/SEC/2020/58

September 30, 2020

To The Deputy Manager Department of Corporate Services BSE Ltd. PJ Towers, Dalal Street Mumbai -400001 Script Code: 514043	To The Manager National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai 400051 Symbol: HIMATSEIDE
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Dear Sir/Madam,

**Sub: Disclosure under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the voting results of 35<sup>th</sup> Annual General Meeting of the Company along with the Scrutinizer's Report.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For Himatsingka Seide Limited

Sridhar Muthukrishnan  
Company Secretary

Encl: As above

Date of the AGM/EGM	HIMATSINGKA SEIDE LIMITED	
Total number of shareholders on record date	29-09-2020	
No. of shareholders present in the meeting either in person or through proxy:	35259	
Promoters and Promoter Group:	Not Applicable	
Public:	Not Applicable	
No. of Shareholders attended the meeting through Video Conferencing	7	
Promoters and Promoter Group:	40	
Public:	40	

Resolution No.	1									
Resolution required: (Ordinary/Special)	ORDINARY - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Boards' Report and Report of Auditors' thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3) = [(2)/(1)] * 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6) = [(4)/(2)] * 100$	% of Votes against on votes polled $(7) = [(5)/(2)] * 100$	Votes Invalid	Votes Abstained
Promoter and Promoter Group	Postal Ballot (if applicable)	4,68,34,592	4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	1,69,97,607	1,65,91,806	97.6126	1,65,91,806	0	100.0000	0.0000	0	7,192
Public- Non Institutions	Postal Ballot (if applicable)	3,46,24,961	6,651	0.0192	6,651	0	100.0000	0.0000	0	0
Total	Total	9,84,57,160	7,09,09,439	72.0206	7,07,79,453	1,29,986	99.8167	0.1833	0	7,192





Resolution No.	2	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of Auditors thereon.									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of Auditors thereon.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
	E-Voting	4,68,34,592	4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
Promoter and Promoter Group	Total		4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	0	
	E-Voting		1,65,91,806	97.6126	1,65,91,806	0	100.0000	0.0000	0	7,192	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		1,69,97,607	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Total		1,65,91,806	97.6126	1,65,91,806	0	100.0000	0.0000	0	7,192	
	E-Voting		74,76,390	21.5925	73,46,976	1,29,414	98.2690	1.7309	0	0	
	Poll		6,651	0.0192	6,651	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		3,46,24,961	0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	Total		74,83,041	21.6117	73,53,627	1,29,414	98.2706	1.7294	0	0	
	Total		9,84,57,160	7.09.09.439	72.0206	7,07,80,025	1,29,414	99.8175	0.1825	7,192	



Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - To declare final dividend of Rs. 0.50- per Equity Share for the Financial Year ended March 31, 2020.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
	E-Voting										
	Poll										
	Postal Ballot (if applicable)										
Promoter and Promoter Group		4,68,34,592	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0.0000	0	0	0.0000	0.0000	0	0	
	E-Voting	4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0.0000	0	0	
	Poll	1,65,91,806	97.6126	1,65,91,806	0	100.0000	0.0000	0.0000	0	7,192	
Public- Institutions		1,69,97,607	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,65,91,806	97.6126	1,65,91,806	0	100.0000	0.0000	0	7,192	
	E-Voting		74,76,390	21.5925	73,46,971	1,29,419	98.2689	1.7310	0	0	
Public- Non Institutions		3,46,24,961	6,651	0.0192	6,651	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		74,83,041	21.6117	73,53,622	1,29,419	98.2705	1.7295	0	0	
	Total	9,84,57,160	7,09,09,439	72.0206	7,07,80,020	1,29,419	99.8175	0.1825	0	7,192	





Resolution No.	4										
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Mr. V. Vasudevan DIN07521742, who retires by rotation and being eligible, offers himself for re-appointment.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Total		4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	0	
	E-Voting		1,65,91,806	97.6126	1,63,28,636	2,63,170	98.4138	1.5861	0	7,192	
	Poll	1,69,97,607	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,65,91,806	97.6126	1,63,28,636	2,63,170	98.4139	1.5861	0	7,192	
	E-Voting		74,76,390	21.5925	73,45,783	1,30,607	98.2530	1.7469	0	0	
Public- Non Institutions	Poll	3,45,24,961	6,651	0.0192	6,651	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		74,83,041	21.6117	73,52,434	1,30,607	98.2546	1.7454	0	0	
Total		9,84,57,160	7,09,09,489	72.0206	7,05,15,662	3,98,777	99.4447	0.5553	0	7,192	



Resolution No.	5	SPECIAL - To re-appoint Mr. Rajiv Khaitan, DIN 00071487 as an Independent Director.									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	4,68,34,592	0	0.0000	4,68,34,592	0	100.0000	0.0000	0	0	
	Total		4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	7,192	
Public- Institutions	E-Voting		1,65,91,806	97.6126	1,30,93,574	34,98,232	78.9159	21.0840	0	0	
	Poll	1,69,97,607	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,65,91,806	97.6126	1,30,93,574	34,98,232	78.9159	21.0841	0	7192	
Public- Non Institutions	E-Voting		74,76,390	21.5925	73,43,783	1,32,607	98.2263	1.7736	0	0	
	Poll	3,46,24,961	2,451	0.0071	2,451	0	100.0000	0.0000	0	4,200	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		74,76,390	21.5926	73,46,234	1,32,607	98.2269	1.7731	0	4200	
	Total	9,84,57,160	7,09,05,239	72.0163	6,72,74,400	36,30,839	94.8793	5.1207	0	11392	





Resolution No.	6										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Raja Venkataraman, DIN 00669376 as an Independent Director.										
Whether promoter/ promoter Group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		4,68,34,592	100.0000	4,68,34,592	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting		1,65,91,806	97.6126	1,65,91,806	0	100.0000	0.0000	0	7192	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,65,91,806	97.6126	1,65,91,806	0	100.0000	0.0000	0	7192	
Public- Non Institutions	E-Voting		74,76,390	21.5925	73,43,783	1,32,607	98.2263	1.7736	0	0	
	Poll		6,651	0.0192	6,651	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		74,83,041	21.6117	73,50,434	1,32,607	98.2279	1.7721	0	0	
	Total		9,84,57,160	7,09,09,439	72.0206	7,07,76,832	1,32,607	99.8130	0.1870	7192	



### Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and provisions of Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

**The Chairman,  
Himatsingka Seide Limited**  
10/24, Kumara Krupa Road,  
High Grounds,  
Bangalore – 560001

Sub: Scrutinizers Report on 35<sup>th</sup> Annual General Meeting of the Members of Himatsingka Seide Limited, held on Tuesday, 29<sup>th</sup> September, 2020 at 10/24, Kumara Krupa Road, High Grounds, Bengaluru - 560001, at 11.30 AM.

Dear Sir,

I, Prakash Kamath, Practicing Company Secretary, Bangalore, appointed by the Board of Directors of Himatsingka Seide Limited (the Company) through their resolution dated August 27, 2020 to act as the Scrutinizer and further appointed by the Chairman at the Annual General Meeting to conduct a Instapoll votes cast after the meeting within 15 minutes from the closure of the Annual General Meeting in terms of Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Under regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the electronic voting process, in respect of the Resolutions at the 35<sup>th</sup> Annual General Meeting of the Company, I do hereby submit my report as follows:-

1. The Company has completed the dispatch of notice on September 7, 2020, to its members whose name(s) appeared on the Register of Members / list of beneficiaries as well as electronically to all those members who had registered their email ids with the Company.
2. Particulars of electronic votes as reported by KFIN Technologies Private Limited ("KFIN"), agency facilitating e-voting platform have been entered in register separately maintained for the purpose.
3. In case of e-voting members' demographic details, their voting rights and voting patterns were provided by KFIN.
4. The votes cast by Member(s) both in electronic form and Instapoll have been identified and in terms of the said notice dated August 27, 2020, votes cast through electronic forms were considered valid.
5. All electronic votes received upto to the close of working hours (i.e. 5:00 P.M.) Monday, September 28, 2020, the last date and time fixed by the Company for receipt of electronic votes alongwith, Instapoll





votes cast after the meeting within 15 minutes from the closure of the Annual General Meeting were considered for my scrutiny.

6. The e-voting and Instapoll services were provided by KFIN.
7. Voting rights were reckoned on the paid-up value of shares registered in the names of the Members as on September 22, 2020.
8. The period for e-voting started at 9.00 A.M. on Saturday, September 26, 2020 and ended at 5:00 P.M. on Monday, September 28, 2020.
9. The electronic votes cast and Instapoll votes cast were unblocked on 29<sup>th</sup> September, 2020 at 12:25 P.M. in the presence of two witnesses, Ms. Reena Edwards and Ms. Sridevi Mallya and both of whom are not in the employment of the Company.
10. Based on the report generated from KFIN's e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com) the results of e-voting are as under:

#### **ORDINARY BUSINESS**

##### **Item No. 1 – Ordinary Resolution**

Consideration and adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Boards' Report and Report of Auditors' thereon -

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	105	70,779,453	99.81
Voted against the resolution	8	129,986	0.18
Invalid votes	0	0	0



#### Item No. 2 – Ordinary Resolution

Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of Auditors' thereon.

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	106	70,780,025	99.81
Voted against the resolution	7	129,414	0.18
Invalid votes	0	0	0

#### Item No. 3 – Ordinary Resolution

Declaration of payment of Final Dividend of Rs.0.50/- per Equity Share for the Financial Year ended March 31, 2020.

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	105	70,780,020	99.81
Voted against the resolution	8	129,419	0.18
Invalid votes	0	0	0

#### Item No. 4 – Ordinary Resolution

Re-appointment of Mr. V. Vasudevan (DIN:07521742), retiring by rotation and had offered himself for re-appointment.

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	100	70,515,662	99.44
Voted against the resolution	13	393,777	0.56
Invalid votes	0	0	0





## **SPECIAL BUSINESS**

### **Item No. 5 – Special Resolution**

Re-appointment of Mr. Rajiv Khaitan (DIN: 00071487) as an Independent Director.

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	96	67,274,400	94.88
Voted against the resolution	16	36,308,39	5.12
Invalid votes	0	0	0

### **Item No.6 – Ordinary Resolution**

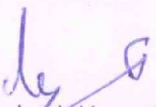
Appointment of Mr. Raja Venkataraman (DIN: 00669376) as an Independent Director

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	102	70,776,832	99.81
Voted against the resolution	11	132,607	0.19
Invalid votes	0	0	0

Taking into consideration of the net valid votes, I report that all the resolution(s) as set out in the Notice dated August 27, 2020 have been passed by the Members with requisite majority.

You may accordingly declare the results of the electronic and physical voting.

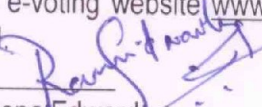
Thanking you,

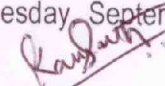
  
Prakash Kamath  
(SCRUTINIZER)



Place: Bangalore  
Date: September 30, 2020

We, the undersigned, have witnessed that the votes were unblocked from KFIN Technologies Private Limited's e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com) in our presence on Tuesday, September 29, 2020 at 12:30 P.M.

  
Name: Reena Edwards

  
Name: Sridevi Mallya