

## NOTICE

**NOTICE** is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 ("the Act") that the Thirty Fifth Annual General Meeting of the members of Himatsingka Seide Limited ("Company") will be held through video conferencing/other audio visual means ("VC/OAVM") as scheduled below:

Day : Tuesday  
Date : September 29, 2020  
Time : 11.30 am

To transact the following items of businesses:

### AS ORDINARY BUSINESS:

- 1) 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 Auditor's thereon.
- 2) 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 Auditor's thereon.
- 3) To declare final dividend of ₹ 0.5/- per Equity Share for the Financial Year ended March 31, 2020.
- 4) To re-appoint Mr. V. Vasudevan (DIN:07521742), who retires by rotation and being eligible, offers himself for re-appointment.

### AS SPECIAL BUSINESS:

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

#### RE-APPOINTMENT OF MR. RAJIV KHAITAN (DIN: 00071487) AS AN INDEPENDENT DIRECTOR

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajiv Khaitan (DIN: 00071487), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company not liable to retire by rotation, to hold office for the second term of five years for the period upto February 10, 2025."

- 6) To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

#### APPOINTMENT OF MR. RAJA VENKATARAMAN (DIN: 00669376) AS AN INDEPENDENT DIRECTOR

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Raja Venkataraman, (DIN: 00669376), who was appointed as an Additional Director by the Board of Directors with effect from November 8, 2019 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company upto November 7, 2024."

Registered Office  
10/24, Kumara Krupa Road  
High Grounds  
Bengaluru-560 001

Place: Bengaluru  
Date: August 27, 2020

By order of the Board  
for **Himatsingka Seide Ltd.**,

**Sridhar Muthukrishnan**  
(Company Secretary)

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 5 and 6 of the accompanying Notice, is annexed hereto.
- 2) In view of the continuing COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 35<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 35<sup>th</sup> AGM shall be the Registered Office of the Company.
- 3) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS ON ACCOUNT OF THREAT POSED BY COVID-19, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
- 4) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail prakash@pjkamath.in with a copy marked to einward.ris@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Himatsingka Seide Limited, 35<sup>th</sup> Annual General Meeting"
- 5) In line with the MCA Circulars the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories., The Notice of the 35<sup>th</sup> AGM will be available on the website of the Company at [www.himatsingka.com](http://www.himatsingka.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of Company's Registrar and Transfer Agent ("RTA") at <http://evoting.karvy.com>.
- 6) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- 7) Members may join the 35<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as per the instructions given in the instructions slip which shall be kept open for the Members from 11:00 a.m. IST i.e. 30 minutes before the time scheduled to start the 35<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 35<sup>th</sup> AGM.
- 8) Members may note that the VC/OAVM Facility, provided by Kfintech, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 35<sup>th</sup> AGM without any restriction on account of first-come first-served principle.
- 9) Attendance of the Members participating in the 35<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 10) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 35<sup>th</sup> AGM and facility for those Members participating in the 35<sup>th</sup> AGM to cast vote through e-Voting system during the 35<sup>th</sup> AGM.
- 11) The Register of members and share transfer books of the Company shall remain closed from September 22, 2020 to September 29, 2020 (both days inclusive).
- 12) Members desiring any information as regards accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- 13) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the Company at [investors@himatsingka.com](mailto:investors@himatsingka.com) or to its RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by September 30, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the Company or its RTA at email address mentioned above. The aforesaid declarations and documents need to be submitted by the shareholders latest by September 30, 2020.

- 14) Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (Seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund, established under Section 125 of the Companies Act, 2013. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

Pursuant to IEPF rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the last AGM on the website of the Company (**www.himatsingka.com**) and also on the website of the Ministry of Corporate Affairs. Members may approach the IEPF authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Company Secretary for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company. The status of the dividends remaining unclaimed /unpaid with the respective due dates of transfer to IEPF is provided in the Corporate Governance report of the annual report.

- 15) Members are requested to notify immediately any change of name, address, bank details, e-mail address, contact numbers etc., to the Company/ Registrars (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).
- 16) SEBI has made it compulsory for shareholders of listed entities to transfer their securities mandatorily in dematerialized form with effect from April 1, 2019. The Company has sent requisite reminders to its shareholders to dematerialize their shares. Shareholders who are holding shares in physical form and who are desirous to transfer their holdings, are requested to dematerialize their shares.
- 17) To further support the green initiative, the Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same by sending a written request signed by the first / sole holder to the Registrar and Transfer Agents, KFIN Technologies Private Limited quoting details of Folio No.
- 18) The relevant documents referred in the Notice shall be available for inspection from the date of circulation of this notice upto the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting and the same may be accessed upon login to <https://evoting.karvy.com/> or <https://emeetings.kfintech.com/>.
- 19) Additional information, pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation-36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking appointment/re-appointment at the Annual General meeting is enclosed as an Annexure to the Notice.
- 20) Voting through electronic means: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided members with the facility to exercise their right to vote by electronic means through e-voting services provided by M/s. KFIN Technologies Private Limited.
- 21) The instructions for e-voting are given in the enclosed e-voting instruction slip.
- 22) Instructions for Members for e-Voting during the 35<sup>th</sup> AGM are as under:
- Members may follow the same procedure for e-Voting during the 35<sup>th</sup> AGM as mentioned above for remote e-Voting.
  - Only those Members, who will be present in the 35<sup>th</sup> AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 35<sup>th</sup> AGM.
  - The Members who have cast their vote by remote e-Voting prior to the 35<sup>th</sup> AGM may also participate in the 35<sup>th</sup> AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.

Registered Office  
10/24, Kumara Krupa Road  
High Grounds  
Bengaluru-560 001

Place: Bengaluru  
Date: August 27, 2020

By order of the Board  
for **Himatsingka Seide Ltd.**,

**Sridhar Muthukrishnan**  
(Company Secretary)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:**

**Item No 5:**

**RE-APPOINTMENT OF MR. RAJIV KHAITAN (DIN: 00071487) AN INDEPENDENT DIRECTOR**

The Board at its meeting held on February 8, 2020, on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Rajiv Khaitan (DIN: 00071487) as Independent Director of the Company with effect from February 11, 2020 pursuant to Section 149 of the Companies Act, 2013.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act 2013, from a member proposing the candidature of Mr. Rajiv Khaitan for the office of Independent Director, to be re-appointed as such under the provisions of Sections 149, 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from Mr. Rajiv Khaitan, to act as Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the companies Act, 2013.

The resolution seeks the approval of Members for re- appointment of Mr. Rajiv Khaitan, as an Independent Director of the company to hold office for second term of five years with effect from February 11, 2020 pursuant to Sections 149, 152 and other applicable provisions of The Companies Act, 2013 and the Rules made thereunder. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Rajiv Khaitan, Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is Independent of the Management. A copy of the draft letter for the appointment of Mr. Rajiv Khaitan as an Independent Director setting out the terms and conditions is available for inspection on the website of the company at [www.himatsingka.com](http://www.himatsingka.com).

No director, key managerial personnel or their relatives, except Mr. Rajiv Khaitan and his relatives, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in item no. 5 for the approval of the Members.

**Item No.6:**

**APPOINTMENT OF MR. RAJA VENKATARAMAN (DIN: 00669376) AS AN INDEPENDENT DIRECTOR**

The Board at its meeting held on November 08, 2019, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Raja Venkataraman (DIN: 00669376) as an Additional (Independent) Director of the Company with effect from November 8, 2019, pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act 2013, from a member proposing the candidature of Mr. Raja Venkataraman for the office of Independent Director, to be appointed as such under the provisions of Sections 149, 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from Mr. Raja Venkataraman, to act as Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the companies Act, 2013.

The resolution seeks the approval of Members for the appointment of Mr. Raja Venkataraman, as an Independent Director of the company up to November 07, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Raja Venkataraman, Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is Independent of the Management. A copy of the draft letter for the appointment of Mr. Raja Venkataraman as an independent Director setting out the terms and conditions is available for inspection on the website of the company at [www.himatsingka.com](http://www.himatsingka.com).

No director, key managerial personnel or their relatives, except Mr. Raja Venkataraman and his relatives, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in item no. 6 for the approval of the Members

Registered Office  
10/24, Kumara Krupa Road  
High Grounds  
Bengaluru-560 001

Place: Bengaluru  
Date: August 27, 2020

By order of the Board  
for **Himatsingka Seide Ltd.,**

**Sridhar Muthukrishnan**  
Company Secretary

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	Mr. V. Vasudevan	Mr. Raja Venkataraman	Mr. Rajiv Khaitan
DIN	07521742	00669376	00071487
Age (Years)	Age 64	Age 64	Age 60
Date of first appointment on the Board	May 21, 2016	November 08, 2019	October 09, 1996
Qualifications	Graduation from the Institute of Chemical Technology from Bombay	B.Com, CA & CS	Bachelor of Commerce degree and an LLB from the Calcutta University
Shareholding in the Company as on date of Notice	Nil	Nil	4200
Expertise in specific functional areas	He is the Executive Director – Manufacturing Operations (Group) of the Company. He has been previously associated with Spintex, Mahavir Spinning Mills, Coats West African, Arvind Polycot, Grasim Industries and Raymonds. He has extensive experience across the textile value chain.	He has been previously associated with Philips, GE and Unilever and other fortune 100 companies. He held leadership roles such as CEO, CFO, Business Development Director, Sourcing, Commodity Buying head, HR and Legal cum Secretarial leader.	He is a partner of the law firm, Messers Khaitan & Co. LLP, Advocates, Notaries, Patent & Trade Mark Attorneys. He has vast experience and is specialized on subjects concerning corporate, tax, contracts, real estate and intellectual property/laws.
Terms and conditions of appointment/ continuation of Directorship	On the same terms and condition as approved by the shareholders at their meeting held on September 17, 2016.	Independent Director not liable to retire by rotation.	Independent Director not liable to retire by rotation.
Inter-se Relationships between • Directors • Managers • KMP	None	None	None
Number of Meetings of the Board attended during the Financial Year	7/7	1/1	7/7
Other Companies in which he is a Director	Himatsingka Wovens Pvt. Ltd.	1. CDE Asia Limited; 2. Civilia India Educational Programmes Private Limited; 3. Healthmap Diagnostics Private Limited 4. Taiki Consulting Private Limited 5. Premium Transmission Private Limited	1. Khaitan Consultants Ltd 2. OnMobile Global Ltd 3. EFD Induction Pvt Ltd 4. ABC Consolidated Pvt Ltd 5. Bharat Fritz Werner Ltd 6. Himatsingka Holdings NA Inc.
Chairperson / Membership of the Statutory Committee(s) of Board of Directors of the other Company	None	Audit committee- 1. CDE Asia Limited 2. Premium Transmission Private Limited	Audit committee: Onmobile Global Ltd Stakeholders Relationship committee: Onmobile Global Ltd

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE E-AGM THROUGH VC/OAVM:

- 1) Member will be provided with a facility to attend the e-AGM through VC/OAVM platform provided by the Company's RTA. Members may access the same at <https://emeetings.kfintech.com/> by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/member's login where the 'EVENT' and the name of the company can be selected. Please note that the members who do not have the User ID and Password for remote e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- 2) Members are encouraged to join the Meeting through Laptops (preferably) with Google Chrome for a better experience.
- 3) Further Members will be required to enable camera settings in their laptops and hence use Internet with a good bandwidth/speed to avoid any disturbance during the e-AGM.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered, only if the shareholder continue to hold the shares as of cut-off date benpos. The posting of the questions shall commence on September 22, 2020, 9.00 AM and will be closed on September 26, 2020 at 5.00 PM.
- 6) **Speaker Registration for e-AGM session:** The investors who want to register as a speaker to speak during the e-AGM may log into <https://emeetings.kfintech.com/> with the same evoting credentials and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on September 22, 2020, 9.00 AM and will be closed on September 26, 2020 at 5.00 PM.
- 7) Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-AGM conference.

### INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE E-AGM SESSION:

- 1) Only those Members/ shareholders, who will be present in the e-AGM through VC/OAVM facility and have not casted their vote through remote e-voting are eligible to cast their votes through e-voting at the e-AGM.
- 2) However, members who have already voted through remote e-voting will only be eligible to attend the e-AGM but not vote.

### INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- A) In case a Member receives the notice convening the e-AGM through an email from RTA[for members whose email IDs are registered with the Company/Depository Participant(s)]:
  - i) Launch internet browser by typing the URL: <http://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e., User ID and password provided by RTA). However, if you are already registered with RTA for remote e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, click on "LOGIN".
  - iv) First time users 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, email 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.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e. "Himatsingka Seide Limited".
  - 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" then such electronic vote shall be treated as "ABSTAIN/INVALID" and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.



- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote for any specific item it will be treated as “abstained”.
  - x) 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 confirm, 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 all the Resolution(s).
  - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copies (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail ID: [prakash@pjkamath.in](mailto:prakash@pjkamath.in) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Himatsingka Seide Limited, 35<sup>th</sup> Annual General Meeting.”
- B) In case a person becomes a member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. Tuesday September 22, 2020, the member may write to the RTA on the email Id [evoting@kfintech.com](mailto:evoting@kfintech.com) requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
- C) The remote e-voting period commences on Saturday, September 26, 2020 at 9:00 am (IST) and ends on Monday, September 28, 2020 at 5:00 pm (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 22, 2020, may cast their vote electronically. The e-voting module will be disabled by RTA for e-voting thereafter. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently. Further, the shareholders who have cast their votes electronically may participate in the e-AGM but shall not be allowed to vote again.
- E) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact RTA at Tel. No. 18003454001 (toll free).
- F) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- G) The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 22, 2020.
- H) The Board of Directors has appointed CS Prakash Kamath, Company Secretary in Practice, (ACS – 10807 and CP No. 5296 ), # 114, Baandala, 3<sup>rd</sup> Main, Domlur II Stage, Bengaluru - 560071 as the Scrutinizer to scrutinize the remote e-voting as well as e-voting process at the e-AGM, in a fair and transparent manner.
- I) The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the e-AGM through electronic mode (Instapoll) for all businesses specified in the accompanying Notice.
- J) The Scrutinizer shall, immediately after the conclusion of e-voting at the e-AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and handover the same forthwith to the Chairman or a person authorized by the Board who shall countersign the same.
- K) The Results shall be declared forthwith by the Chairman or a person authorized by Board in writing and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes cast in favor of the Resolution(s).
- L) The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.himatsingka.com](http://www.himatsingka.com) and on the website of RTA <http://evoting.karvy.com> within 48 hours from the conclusion of the e-AGM and shall also be communicated to the Stock Exchanges where the Company’s shares are listed and also displayed in the Notice Board at the Registered Office of the Company.

Registered Office  
10/24, Kumara Krupa Road  
High Grounds  
Bengaluru-560 001

Place: Bengaluru  
Date: August 27, 2020

By order of the Board  
for **Himatsingka Seide Ltd.,**

**Sridhar Muthukrishnan**  
Company Secretary

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