

NOTICE

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

Day : Thursday
Date : September 28, 2023
Time : 12:00 P.M. (IST)

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, 2023, together with the Board's Report and Report of Auditors thereon.
- 2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of Auditors thereon.
- 3) To re-appoint Mr. S. Shanmuga Sundaram (DIN: 09816120), as a director, who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

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

4) PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTORS:

"RESOLVED THAT pursuant to provisions of Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Articles of Association of the Company, shareholders' approval be and is hereby accorded for payment of a sum not exceeding one percent per annum of the net profits of the Company or ₹ 2 Crores, whichever is lower, calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such manner as may be decided by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) and such payments shall be made in respect of the profits of the Company for each year for a period of three years commencing from April 01, 2023.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the directors of the Company (other than the Managing Director and Whole-time Directors, if any) shall be paid remuneration as set out above, notwithstanding that it may exceed one percent per annum of the net profits of the Company or ₹ 2 Crores, whichever is lower and subject to such restrictions, if any, as may be set out in the applicable provisions and Schedule V to the Companies Act, 2013, from time to time."

Registered Office:

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

By order of the Board
for Himatsingka Seide Ltd

Place: Bengaluru
Date : August 10, 2023

M. Sridhar
(General Manager - Corporate Compliance & Company Secretary)

NOTES:

- 1) Information, pursuant to Secretarial Standard-2 ("SS-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 ("Listing Regulations"), in respect of Director seeking re-appointment under Item No. 3 of the accompanying Notice, is annexed hereto.
- 2) The Explanatory Statement pursuant to the provisions of Section 102 of the Act and details pursuant to Schedule V of the Act setting out material facts relating to the special business under Item No. 4 of the accompanying Notice, is annexed hereto.
- 3) Pursuant to General Circulars No. 10/2022 dated December 28, 2022 and 20/2020 dated May 5, 2020 and other circulars issued in this respect by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and Listing Regulations, the 38th AGM of the Company is scheduled to be held through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 38th AGM shall be the Registered Office of the Company. Since 38th AGM will be held through VC/OAVM facility, Route Map is not annexed to this Notice.
- 4) SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM THE FACILITY OF APPOINTMENT OF PROXY BY MEMBERS UNDER SECTION 105 OF THE ACT WILL NOT BE AVAILABLE. HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
- 5) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility, facility to participate in the 38th AGM through VC/OAVM and e-Voting facility during the 38th AGM to its members. The Company has engaged the services of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFin") for availing these facilities.
- 6) In line with MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ Depository Participant(s) as on Friday, September 01, 2023 unless any member has requested for a hard copy of the same. The Notice of the 38th AGM along with the Annual Report 2022-23 is available on the website of the Company at www.himatsingka.com, on the website of BSE Ltd. at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and also on the website of KFin at <https://evoting.kfintech.com/>. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23 and Notice of the 38th AGM of the Company, may send request to the Company's email address at investors@himatsingka.com mentioning Folio no./ DP ID and Client ID.
- 7) CS Pramod S, Practicing Company Secretary having Membership No. A36020 and CP No. 13335, failing which CS Shreyas Dwaraki, Practicing Company Secretary having Membership No. F11953 and CP No. 26529, have been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- 8) Members may join the 38th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 11:30 a.m. IST i.e., 30 minutes before the time scheduled to start the 38th AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 38th AGM.
- 9) Members may note that the VC/OAVM facility, provided by KFin, allows participation of at least 2,000 Members on a first come-first-served basis. The large members (i.e., members 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 38th AGM without any restriction as imposed due to first-come first-served principle.
- 10) Attendance of the Members participating in the 38th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11) The instructions for e-voting are given is annexed hereto:
 - A) Instructions for Members for e-Voting during the 38th AGM are as under:
 - a) Members may follow the same procedure for e-voting during the 38th AGM as mentioned for remote e-Voting
 - b) Only those Members, who will be present in the 38th 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 during the 38th AGM.
 - c) The Members who have cast their vote by remote e-Voting prior to the 38th AGM may also participate in the 38th AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.
- 12) In case joint holders attend the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
- 13) Members desiring any information as regards to accounts are requested to write to the Company at investors@himatsingka.com at an early date so as to enable the management to keep the information ready.

- 14) 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://emeetings.kfintech.com/>.
- 15) The Scrutinizer shall prepare a consolidated Scrutinizer's Report stating details of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- 16) The results declared along with the Scrutinizer's Report shall be declared to the Stock Exchanges on or before Tuesday, October 03, 2023. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at <https://www.himatsingka.com/> and on the website of KFin at <https://evoting.kfintech.com/>
- 17) Members are requested to notify immediately any change of name, address, bank details, e-mail address, contact numbers etc., to the Company/ KFin (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).
- 18) 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 Act, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Act. 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 Demat Account of IEPF.
The Company has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) and shares to IEPF. Details of the unpaid/ unclaimed dividend alongwith eligible shares identified to be transferred are uploaded on the website of the Company at www.himatsingka.com. Members who have not encashed Final Dividend 2015-16 or any subsequent dividend(s) declared by the Company, are advised to write to the Company Secretary at investors@himatsingka.com. In case valid claim is not received, the Company will proceed to transfer such dividend and the corresponding shares to the IEPF Account in accordance with the prescribed procedure under the IEPF Rules. Members may approach the IEPF authority to claim the unclaimed dividend and corresponding shares transferred by the Company to IEPF.
- 19) SEBI had made it compulsory for members of listed entities to transfer their securities mandatorily in dematerialized form with effect from April 1, 2019. The Company had sent requisite reminders to its members to dematerialize their shares. Members who are holding shares in physical form and who are desirous to transfer their holdings, are requested to dematerialize their shares.
- 20) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.
- 21) SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated furnishing of PAN, KYC (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in physical form in prescribed forms. Any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/ documents. On or after October 1, 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of this circular, RTA shall be constrained to freeze such Folio(s). Further, w.e.f. April 1, 2024 members holding shares in physical mode will not be eligible for receiving dividend in physical mode. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at himatsingka.com/investors/shareholder-information?tab=investors_service.
- 22) Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.

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

By order of the Board
for Himatsingka Seide Ltd

Place: Bengaluru
Date : August 10, 2023

M. Sridhar
(General Manager-Corporate Compliance & Company Secretary)

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT UNDER ITEM NO. 3

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

Name	Mr. S. Shanmuga Sundaram
DIN	09816120
Age (Years)	64
Date of first appointment on the Board	December 15, 2022
Brief Resume Including Qualifications & Experience	<p>Mr. S. Shanmuga Sundaram has completed B. Tech (Textiles) from PSG College of Technology, Coimbatore, C Text- FTI (Fellow of Textile Institute), Manchester, UK, PG Diploma in Production Management from Annamalai University, Tamil Nadu, Diploma in Textile Technology from Thiagarajar Polytechnic, Salem, Tamil Nadu.</p> <p>He is a Textile Technological expert from Cotton fibre to final sheeting and Terry products. He has handled vertically integrated Textile units at P&L level and being an analyst in Machinery design, process parameters, products to profitability and financial returns in integrated Textile Conglomerate. He is having 39 years of Experience in Manufacturing operations and has governed manufacturing units as independent profit centres in India, Malaysia, Indonesia, Turkey and Senegal. He has been conferred as Doctor of Advanced studies (Production & Operations Management) -Honorary Award by Azteca University, Mexico in 2019.</p>
Shareholding in the Company as on date of Notice including as a beneficial Owner	Nil
Nature of expertise in specific functional areas	Manufacturing Operations
Terms and conditions of appointment including remuneration sought to be paid	Same terms and conditions as approved by the members through Postal Ballot dated January 15, 2023
Last drawn Remuneration, if applicable	Upto ₹ 51.08 lakhs p.a. as approved by the members through Postal Ballot dated January 15, 2023
Inter-se Relationships between Directors, Managers and KMP	Mr. S. Shanmuga Sundaram is not related to any of the directors, managers and KMP of the Company.
Number of Meetings of the Board attended during the Financial Year	2022-23: 1 2023-24: 2
Other Companies in which he is a Director	Himatsingka Wovens Pvt. Ltd.
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the other Company	Not Applicable
Listed Entities from which the person	Not Applicable

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

The following Statement sets out all material facts relating to Item No. 4 mentioned in the accompanying Notice.

Item No. 4

PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTORS

The members at their meeting held on September 22, 2018, had approved payment of commission to Directors other than the Managing Director/ Whole Time Directors, for a period of five years from April 1, 2019 till March 31, 2024, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

Pursuant to provisions of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), the Board shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting. The said requirement shall not apply to payment of sitting fees to non-executive directors, if made within the prescribed limits of the Companies Act, 2013.

The Non-Executive Directors have made significant contributions to the Company and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, members approval by way of Special Resolution, is solicited, for payment of remuneration to non-executive directors for a further period of three years w.e.f. April 1, 2023 for a sum not exceeding one percent per annum of the net profits of the Company or ₹ 2 Crores, whichever is lower, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 distributed in the manner and proportion as may be decided by the Board of Directors.

Further, in the event of loss or inadequacy of profits in any financial year, the non- executive directors of the Company shall be paid remuneration, as may be decided by the Board, which may exceed one percent per annum of the net profits of the Company or ₹ 2 Crores, whichever is lower, but shall be in accordance with the applicable provisions and Schedule V to the Companies Act, 2013.

The remuneration as set out in the resolution represent the maximum upper limit and the actuals per year shall be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company based on the Company's operating performance during the year and Company's remuneration philosophy & principles.

Except Non-Executive Directors of the Company and their relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise in the Resolution.

The Board recommends the Resolution as a Special Resolution, in relation to payment of remuneration to Non-Executive Directors of the Company for approval of the Members of the Company.

STATEMENT PURSUANT TO SECTION II, PART II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 FOR ITEM NO. 4

I.	GENERAL INFORMATION		
1.	Nature of Industry: Home Textile Industry		
2.	Date or expected date of commencement of Commercial production: December 1, 1987		
3.	In case of new companies, expected date of commencement of activities as per project approved financial institutions appearing in the prospectus: Not applicable		
4.	Financial performance based on given indicators:		
		(₹ in Lacs)	
	Particulars	F.Y. 2022-23	F.Y. 2021-22
	Total Income	2,75,276	3,20,357
	Total Expenses	2,82,798	2,99,325
	Profit/ (Loss) before Tax	(7,522)	21,032
	Net Profit/ (Loss)	(6,407)	14,082
5.	Foreign investments or collaborators, if any: Not applicable		
II.	INFORMATION ABOUT THE APPOINTEES: Not Applicable		
III.	OTHER INFORMATION		
1.	Reason of loss or inadequate profits: The Operating Performance of the Company during FY 2022-23 were mainly due to a subdued demand environment, extremely high levels of raw material inflation and high energy costs.		
2.	Steps taken or proposed to be taken for improvements: Raw material costs, energy costs and global demand environment witnessed improvement starting second half of the Fiscal 23 leading to an improvement in operating performance during the second half of the Fiscal.		
3.	Expected increase in productivity and profits in measurable terms: It is expected that operating performance will continue to witness progressive improvement on the back of improved capacity utilization levels, softening raw material prices and the marginal easing of energy costs.		
IV.	DISCLOSURES		
	The disclosures pertaining to all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. shall be mentioned by the Company in its Corporate Governance Report forming part of Annual Report of the Company.		

PROCEDURE FOR REMOTE E-VOTING

- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.
- Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- The remote e-Voting period commences on Monday, September 25, 2023 at 9:00 a.m (IST) and ends on Wednesday, September 27, 2023 at 5:00 p.m. (IST). The remote e-voting module shall be disabled for voting thereafter. However, members who have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-Voting system during the 38th AGM.
- The voting rights of Members 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. Friday, September 22, 2023.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/ she is already registered with KFin for remote e-Voting then he/she can use his/ her existing User ID and password for casting the vote..
- In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

viii) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual members holding securities in demat mode.

Type of members	Login Method
National Securities Depository Limited ("NSDL")	
Individual Members holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i) Visit URL: https://eservices.nsdl.com ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv) Click on company name: "Himatsingka Seide Limited" on the next screen. Click on e-Voting service provider and you will be re-directed to "KFinTech" website for casting the vote. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i) To register click on link: https://eservices.nsdl.com ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields such as DP ID, Client ID, Mobile Number, etc. iv) Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i) Open URL: https://www.evoting.nsdl.com/ ii) Click on the icon "Login" which is available under 'Shareholder/Member' section. iii) A new screen will open. You will have to enter your User ID (i.e., your 16 (sixteen)-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. iv) Post successful authentication, you will be requested to select the name of the company, i.e., "Himatsingka Seide Limited" and the e-Voting Service Provider name, i.e., KFinTech. v) On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote.
Central Depository Services (India) Limited ("CDSL")	
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii) Click on New System Myeasi iii) Login with your registered user id and password. iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. v) You will see our Company's name Himatsingka Seide Limited. Click on KFinTech e-voting page to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii) Proceed with completing the required fields such as your DP ID-Client ID (BO ID), etc. iii) Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> i) Visit URL: www.cdslindia.com ii) Provide your demat Account Number and PAN No. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv) After successful authentication, user will be provided links for the respective ESP i.e KFinTech where the e-Voting is in progress, click on the e-voting link available against "Himatsingka Seide Limited".
Individual Shareholder login through their demat accounts/ Website of Depository Participant	<ul style="list-style-type: none"> i) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. ii) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii) Click on options available against Company- "Himatsingka Seide Limited" or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote without any further authentication.

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 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7675, 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.
- iii) After entering these details appropriately, click on "LOGIN".
- iv) 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, 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 "EVEN" i.e., "Himatsingka Seide Limited- AGM" 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) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, 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 (s), 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(s).
- xii) 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., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id pramod@inqui.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Himatsingka Seide Limited_7675"

Details on Step 3 are mentioned below:

III) Instructions for all the members, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i) Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the login credentials provided in the email received from the Company/KFin. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii) Facility for joining AGM through VC/OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii) Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv) Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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 Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v) As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number/ folio number, email id, mobile number at investors@himatsingka.com. Questions /queries received by the Company from 9.00 AM IST on Sunday, September 24, 2023 till 5.00 PM IST on Tuesday, September 26, 2023 shall only be considered and responded during the AGM.
- vi) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii) A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii) Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS

- i) **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFin. On successful login, select 'Speaker Registration' which will open from 9.00 AM IST on Sunday, September 24, 2023 till 5.00 PM IST on Tuesday, September 26, 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- ii) **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFin. On successful login, select 'Post Your Question' option which will open from 9.00 AM IST on Sunday, September 24, 2023 till 5.00 PM IST on Tuesday, September 26, 2023.
- iii) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. Balamurli Sridhar at evoting@kfintech.com or call KFin's toll free No. 1-800-309-4001 for any further clarifications.
- iv) The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, September 22, 2023 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice in the proportion to their share in the paid-up equity share capital of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- v) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - 1) Example for NSDL: MYEPWD <SPACE> IN12345612345678
 - 2) Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - 3) Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- vi) Procedure for Registration of email and Mobile:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;
- b) Through hard copies which are self-attested, which can be shared on the address below:

Name	KFIN Technologies Limited
Address	Selenium Building Tower-B, Plot No 31 & 32, Financial District, Nanakramguda Serilingampally, Hyderabad Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- vii) The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.himatsingka.com