

REF: HSL/SEC/2021/46

August 06, 2021

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: Notice of 36th Annual General Meeting ("AGM") of Himatsingka Seide Limited ("the Company") and Intimation of Remote e-voting facility.

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

We hereby inform you that the 36th AGM of the Company is scheduled to be held on Saturday, August 28, 2021 at 11:30 a.m. through Video Conferencing / Other Audio-Visual Means ('VC/OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Further Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is providing its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are also attached.

The Notice for the 36th AGM of the Company is enclosed and the businesses to be transacted at the meeting are as per the **ANNEXURE** to this Notice.

The Notice of AGM is also available at the website of the Company - www.himatsingka.com and at the website of the Registrar and Share Transfer Agent - <https://evoting.kfintech.com>.

This is for your information & records.

Thanking you,
Yours faithfully,

For Himatsingka Seide Limited



Sridhar Muthukrishnan
Company Secretary

Himatsingka Seide Limited

Registered Office: 10/24 Kumara Krupa Road
High Grounds, Bangalore 560 001, India
T +91 80 2237 8000, F +91 80 4147 9384
E hslblr@himatsingka.com
CIN L17112KA1985PLC006647

www.himatsingka.com

ANNEXURE

The following businesses shall be transacted at the 36th AGM:

Sr. No.	Resolutions Description
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, 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, 2021, together with the Report of Auditors thereon.
3.	To declare final dividend of ₹ 0.5/- per Equity Share for the Financial Year ended March 31, 2021.
4.	To re-appoint Mr. D.K. Himatsingka, Executive Chairman (DIN:00139516), as a Director who retires by rotation and being eligible, offers himself for re-appointment.
5.	Re-appointment of Mrs. Sangeeta Kulkarni (DIN: 01690333) As Independent Director for Second Term for 5 Years
6.	Change in designation of Mr. V. Vasudevan (DIN: 07521742) from Whole Time Director to Non- Executive Director.
7.	Change in designation of Mrs. Akanksha Himatsingka to CEO - International Operations (Home Textiles).
8.	Issue Of Securities Including Foreign Currency Convertible Bonds and Unsecured/ Secured Redeemable Non-Convertible Debentures with or without warrants.

**Himatsingka Seide Limited**

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NOTICE

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 ("the Act") that the Thirty Sixth 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 : Saturday
Date : August 28, 2021
Time : 11:30 a.m.

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, 2021, 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, 2021, together with the Report of Auditors thereon.
- 3) To declare final dividend of 0.5/- per Equity Share for the Financial Year ended March 31, 2021.
- 4) To re-appoint Mr. D.K. Himatsingka, Executive Chairman (DIN:00139516), as a Director 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 Special Resolution:

RE-APPOINTMENT OF MRS. SANGEETA KULKARNI (DIN: 01690333) AS INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 YEARS

"**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, Mrs. Sangeeta Kulkarni (DIN: 01690333), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of five years with effect from May 21, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, matters and things as may be required/necessary to give effect to the above resolution."

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

CHANGE IN DESIGNATION OF MR. V VASUDEVAN (DIN: 07521742) FROM WHOLE TIME DIRECTOR TO NON-EXECUTIVE DIRECTOR

"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 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) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, consent of Members be and is hereby accorded to approve change in designation of Mr. V. Vasudevan (DIN: 07521742), as a Non-Executive Director of the Company, for a period of two years with effect from May 29, 2021 and liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 196, 197, 188(1)(f) and other provisions of the Companies Act, 2013, Schedule V to the Companies Act 2013 and rules thereon, approval of the members of the Company be and is hereby accorded for change in designation of Mr. V. Vasudevan as Non-Executive Director on the following terms and remunerations:

- a) Up to 24,00,000/- per annum payable as Professional Fees towards Advisory services related to Manufacturing Operations, exclusive of commission as under.
- b) Commission as applicable to other Non- Executive Directors of the Company, as may be determined by the Board of Directors of the Company, provided however that the aggregate remuneration, including commission, paid to the Directors other than the Managing Director and Whole Time Directors in a financial year shall not exceed one percent of the net profits of the Company, in terms of Section 197 of the Companies Act, 2013 and computed in the manner referred to in Section 198 of the Companies Act, 2013.
- c) Sitting fees for attending the meetings of Board and Committee as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, matters and things as may be required/necessary to give effect to the above resolutions."

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

CHANGE IN DESIGNATION OF MRS. AKANKSHA HIMATSINGKA TO CEO - INTERNATIONAL OPERATIONS (HOME TEXTILES)

"**RESOLVED THAT** subject to the provisions of Section 188 of the Companies Act 2013, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals or permissions from any authorities as may be necessary and subject to such modifications or stipulations as may be advised/stipulated by such authorities, the approval of members of the Company be and is hereby accorded for change of designation of Mrs. Akanksha Himatsingka, to CEO – International Operations (Home Textiles) by virtue of enhanced roles and responsibilities entrusted by the Board with effect from April 1, 2021 at a remuneration not exceeding ₹ 1.80 crores per annum upon the terms and conditions of appointment including the payment of remuneration, perquisites and other benefits as set out in the explanatory statement with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including designation, heads of remuneration within the overall limit as approved by the members.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, matters and things as may be required/necessary to give effect to the above resolutions."

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

ISSUE OF SECURITIES INCLUDING FOREIGN CURRENCY CONVERTIBLE BONDS AND UNSECURED/ SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES WITH OR WITHOUT WARRANTS

"**RESOLVED THAT** in accordance with the provisions of Section 42, Section 62 and Section 71 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and

- a) subject to the relevant provisions of the Memorandum and Articles of Association of the Company;
- b) subject to the requirements of the Listing Agreement entered into by the Company with the Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. as amended from time to time;
- c) subject to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), as amended, and all applicable regulations framed and notifications issued thereunder;
- d) subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI Regulations"), as applicable; including the Regulations for Qualified Institutions Placement prescribed in Chapter VI thereof;
- e) pursuant to all other applicable rules, regulations, circulars, notifications, guidelines issued by the Government of India, Ministry of Finance, the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and all other governmental or regulatory bodies in India;
- f) subject to obtaining and compliance with all necessary approvals, consents, permissions and /or sanctions, as applicable from Government of India (GOI), Ministry of Finance, Ministry of Commerce and Industry, the Foreign Investment Promotion Board (FIPB), RBI, SEBI, relevant Stock Exchanges whether in India or overseas, all other appropriate regulatory and governmental authorities whether in India or overseas, any institutions, lenders and any other third parties and subject to such conditions and modifications as may be prescribed by any of them whilst granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee(s) constituted or to be constituted for the purpose of any offering(s) to be made by the Company in pursuance of this Resolution);

Consent of the Members/Company be and is hereby accorded to the Board to create, offer, issue and allot: i) in the course of one or more domestic offering(s), and /or ii) in the course of one or more international offering(s), in one or more foreign markets such number of equity shares of the Company ("Equity Shares"), including those to be issued pursuant to Rights Issue, Qualified Institutions Placements (QIPs), Private Placement, Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs), and / or convertible bonds, debentures and /or any other securities fully or partly convertible into or exchangeable with Equity Shares and /or other securities convertible into Equity Shares at the option of the Company and /or the holder(s) of such securities and /or securities linked to Equity Shares and /or securities with or without detachable /non-detachable warrants and / or warrants with a right exercisable by the warrant holders to subscribe to Equity Shares and /or any instruments which would be converted into /exchanged with Equity Shares at a later date whether rupee denominated or denominated in any foreign currency, naked or otherwise, either in registered or bearer forms or any combination of the Equity Shares and securities, with or without premium or at Discount as the Board in its sole discretion may decide, whether secured by way of creating charge on the assets of the Company or unsecured (hereinafter collectively referred to as "the Securities"), in one or more tranches, with or without green shoe

option, to any eligible person including but not limited to foreign, resident (whether institutions, incorporated bodies, Banks, Trusts, Insurance Companies, Mutual Funds and /or individuals or otherwise) Qualified Institutional Buyers, Foreign Institutional Investors, Indian and /or Multilateral Financial Institutions, Non-resident Indians, and / or other categories of investors whether they be holders of Equity Shares in the Company or not (collectively called as "Investors") who are eligible to acquire the Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals including those of the Government of India through public issue(s), rights issue(s), qualified institutional placements, preferential issue(s), private placement(s) or any combination thereof, through prospectus, offer document, offer letter, offer circular, placement document, information memorandum, private placement memorandum or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc. as may be deemed appropriate by the Board in its discretion, for an aggregate amount, in one or more offering(s) and / or in one or more tranches, not exceeding the overall borrowing limit approved by the members of the Company, inclusive of any premium, green shoe or over-allotment option, as may be approved by the Board, who shall have the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors and the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors, and wherever necessary, in consultation with Advisor(s), Lead Manager(s) and Underwriter(s).

RESOLVED FURTHER THAT approval be and is hereby accorded for borrowing/raising funds in INR/Foreign Currency by issue of debt instruments (including bonds, non-convertible debentures etc.), secured or unsecured, in one or more tranches (the "Debentures") by way of private placement or public issue or otherwise and as per the structure and within the limits permitted by RBI, MCA and other regulatory authorities from eligible investors of an amount not exceeding 1500 Crores (Rupees One Thousand Five Hundred Crores) during the period of one year from the date of passing of this resolution within the overall borrowing limits approved by the members of the company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid offering(s) of Securities, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, may have all or any terms, or combination of terms, in accordance with accepted practice, including but not limited to, conditions in relation to payment of interest, additional interest, premium(s) on redemption, prepayment and any other debt service payments whatsoever and all such terms as are provided in domestic / international offerings of this nature including terms for issue of such Securities or variation of the conversion price of the Securities during the duration of the Securities.

RESOLVED FURTHER THAT the Board is entitled to appoint, enter into and execute all such agreements with any Advisor(s), Lead Manager(s), Underwriter(s), Guarantor(s), Depository (ies), Trustee(s), Custodian(s), Legal Counsel(s) and all such other relevant agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies including by payment of commissions, brokerage, fees or the like.

RESOLVED FURTHER THAT the Board may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, issue receipts and / or certificates representing the Securities with such features and attributes as are prevalent in international and / or domestic capital markets for instruments of such nature and to provide for the tradability or transferability thereof as per the international and / or domestic practices and regulations, and in the forms and practices prevalent in such international and / or domestic markets.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of Securities with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the domestic and/or international practice and regulations, and under the norms and practices prevalent in securities markets.

RESOLVED FURTHER THAT the Company do apply for listing of the Securities, as may be issued pursuant to this Resolution, on the domestic stock exchanges and / or one or more international stock exchanges, as may be necessary and permissible, and to apply for admission thereof to the domestic and / or international Depositories.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), all such Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects, except as may be provided under the terms of the issue and in the offer document, if any.

RESOLVED FURTHER THAT if the Company proposes to allot Non-Convertible Debentures along with warrants by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs"), shall be in terms of Chapter VI of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the "relevant date" means the date of the meeting in which the Board decides to open the proposed issue or such date that may be determined in accordance with applicable laws, rules, regulations, guidelines and approvals.

RESOLVED FURTHER THAT such of the Securities to be issued and not subscribed may be disposed off by the Board to such

persons and in such manner and on terms as the Board in its absolute discretion thinks fit in the best interest of the Company and as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions and any issue or allotment of Securities as described in the above paragraphs, the Board be and is hereby authorized, on behalf of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary or desirable for such purpose, as regards, inter-alia, the issue and /or allotment of Securities, the utilization of issue proceeds and with power, on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may, in its discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, approve and make all filings including as regards the requisite listing application /prospectus /offer document /offer letter /offer circular /placement document / information memorandum / private placement memorandum or otherwise, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the stock exchanges, RBI, SEBI and such other authorities or institutions in India and / or abroad for this purpose.

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board in this regard be and are hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee along with the authority to the said Committee to further delegate specific powers to anyone or more Directors / Executives of the Company, in order to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the securities, from any statutory or regulatory authority or the stock exchanges. Any approval that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

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

Place: Bengaluru
Date: July 31, 2021

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 to 8 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 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January, 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January, 2021 respectively 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 36th 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 36th 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. HOWEVER, 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, 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@kntech.com. The scanned image of the abovementioned documents should be in the naming format "Himatsingka Seide Limited, 36th Annual General Meeting"
- 5) In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice of the 36th AGM will be available on the website of the Company at www.himatsingka.com, on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and also on the website of Company's Registrar and Transfer Agent ("RTA") at <https://evoting.kntech.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 36th 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 a.m. IST i.e., 30 minutes before the time scheduled to start the 36th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 36th AGM. Members may note that the VC /OAVM Facility, provided by Kntech, allows participation of at least 2,000 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 36th AGM without any restriction as imposed due to of first-come first-served principle.
- 8) Attendance of the Members participating in the 36th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 9) 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 36th AGM and facility for those Members participating in the 36th AGM to cast vote through e-Voting system during the 36th AGM.
- 10) The Register of members and share transfer books of the Company shall remain closed from August 22, 2021 to August 28, 2021 (both days inclusive).
- 11) 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.
- 12) Pursuant to Income Tax Act, 1961 as amended by Finance Act 2020, dividend income will be taxable in the hands of members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members 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 or to its RTA at einward.ris@kntech.com by August 31, 2021. Members 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 members 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 members latest by August 31, 2021.

- 13) 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 (MCA). 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.

- 14) 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).
- 15) SEBI has made it compulsory for members 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 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.
- 16) 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.
- 17) The relevant documents referred in the Notice shall be available for inspection from the date of circulation of this notice up to 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://emeetings.kfintech.com/>.
- 18) 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.
- 19) Voting through electronic means: 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 SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is pleased to inform that all resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided members the facility to exercise their right to vote through the e-Voting services provided by KFintech.
- 20) The instructions for e-voting are given in the enclosed e-voting instruction slip.
- 21) Instructions for Members for e-Voting during the 36th AGM are as under:
- Members may follow the same procedure for e-Voting during the 36th AGM as mentioned above for remote e-Voting.
 - Only those Members, who will be present in the 36th 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 36th AGM.
 - The Members who have cast their vote by remote e-Voting prior to the 36th AGM may also participate in the 36th 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: July 31, 2021

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 MRS. SANGEETA KULKARNI (DIN: 01690333) AS INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE YEARS

The Board at its meeting held on February 5, 2021, basis the performance evaluation and on the recommendation of the Nomination and Remuneration Committee re-appointed Mrs. Sangeeta Kulkarni (DIN: 01690333) as Independent Director for second term of five years of the Company with effect from May 21, 2021 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 Mrs. Sangeeta Kulkarni 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 Mrs. Sangeeta Kulkarni, 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 she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

The resolution seeks the approval of members for re-appointment of Mrs. Sangeeta Kulkarni, as an Independent Director of the company to hold office for second term of five years with effect from May 21, 2021 pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Sangeeta Kulkarni, Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is Independent of the Management. A copy of the draft letter for the appointment of Independent Director setting out the terms and conditions is available for inspection on the website of the company at www.himatsingka.com.

No director, key managerial personnel or their relatives, except Mrs. Sangeeta Kulkarni and her 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:

CHANGE IN DESIGNATION OF MR. V. VASUDEVAN (DIN 07521742) FROM WHOLE TIME DIRECTOR TO NON-EXECUTIVE DIRECTOR

The members vide resolution passed at the 31st Annual General Meeting of the Company held on September 17, 2016 approved the appointment of Mr. V. Vasudevan as whole-time director designated as Executive Director – Manufacturing Operations (Group) with effect from May 21, 2016. He was also designated as one of the Key Managerial Personnel ("KMP") of the Company.

As mutually agreed between the Company and Mr. V. Vasudevan, the Board upon recommendation of the Nomination and Remuneration Committee approved for change in designation of Mr. V. Vasudevan and appointed him as a Non-Executive Director in Non-Independent capacity, with effect from May 29, 2021 for a period of two years, liable to retire by rotation. 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. V Vasudevan for the office of Non-Executive Director under the provisions of Section 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from Mr. V. Vasudevan, to act as Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, and (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.

As per Section 197 of the Companies Act 2013 read with Schedule V and rules thereon, the remuneration payable to Non-Executive Directors shall not exceed one percent of the net profits of the Company, if the Company has a Managing Director or a Whole time Director. Further, Schedule V of the Companies Act provides for remuneration to a Director functioning in a professional capacity, provided that the Director does not have any interest in the capital of the Company or holding or subsidiary company, directly or indirectly and is not related to the Directors or Promoters of the Company and possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates. However, payment of such remuneration shall attract the provisions of appointment to an office or place of profit and the said transaction would be a Related Party Transaction between the said Director and the Company.

Mr. V. Vasudevan fulfils the above said criteria and accordingly shall be rendering advisory services in a Professional capacity leveraging his qualification and vast experience in the Textile sector & expertise in the manufacturing operations. The payment of remuneration by way of advisory services shall attract the provisions of appointment to an office or place of profit and requires approval of members. The terms of remuneration as per the resolution is being put up for approval of the members and are considered to be fair, just and reasonable.

The resolution seeks the approval of Members for appointment of Mr. V. Vasudevan, as a Non- Executive Director of the company to hold office for term of two years with effect from May 29, 2021, pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He shall be liable to retire by rotation.

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

The Board recommends the resolution in relation to change in designation of Mr. V. Vasudevan as Non- Executive Director as set forth in item no. 6 for the approval of the Members.

Item No. 7:

CHANGE IN DESIGNATION OF MRS. AKANKSHA HIMATSIKKA TO CEO INTERNATIONAL OPERATIONS (HOME TEXTILES)

In terms of the first proviso to sub section (1) of Section 188 of the Companies Act, 2013, read with Rule 15(3) (b) of the Companies (Meeting of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company at a monthly remuneration exceeding ₹ 2.50 lacs require prior approval from Members by means of Ordinary Resolution.

Mrs. Akanksha Himatsingka is wife of Mr. Shrikant Himatsingka, Managing Director & CEO. She did her education from The Art Institute of Pittsburgh, PA (U.S.A.) and N.M. College of Commerce and Economics, Mumbai, India. She has been associated in the past with Crest Animation Studios Ltd., Mumbai, Prana Studios Pvt. Ltd., Mumbai.

She has more than 20 years' experience in Design and Business Development with expertise in Business strategy, Product development, among others and has been associated with the Himatsingka Group for many years. She was Managing Director of Himatsingka Wovens Pvt. Ltd, wholly owned subsidiary of the Company in the past.

The members vide resolution passed at the 33rd Annual General Meeting of the Company held on September 22, 2018 approved the appointment of Mrs. Akanksha Himatsingka as Head Business Development Europe & Asia Pacific (Home Textiles) for the Bed Linen business of Himatsingka Seide Limited on a remuneration of ₹ 29,70,600/- plus variable pay as per the Company's policy.

Over the last few years, she has been instrumental in ramping up the overseas business and has showcased her entrepreneurial abilities. She has been actively involved in the branding exercise and visibility in the digital world across social media platforms. She has also been spearheading a broad spectrum of initiatives to enhance the business and operations of North America, EMEA and the Asia Pacific for Himatsingka's home textile portfolio which is at a critical juncture. Taking into account the onerous responsibilities and significantly enhanced work profile, it is considered expedient to change her designation to CEO – International Operations (Home Textiles).

In terms of Section 188(1)(f) of the Companies Act, 2013, the Board of Directors on the recommendation of Audit Committee and Nomination & Remuneration Committee elevated Mrs. Akanksha Himatsingka, to the position of CEO - International Operations (Home Textiles) with effect from April 1, 2021 subject to approval by the members of the Company by Ordinary Resolution on a remuneration not exceeding ₹ 1.80 crore per annum including Salary, Allowances, and perquisites detailed below as per Company's policy.

a) Basic Salary:

₹ 75,00,000/- (Rupees Seventy Five Lacs) per annum, ₹ 6,25,000/- (Rupees Six Lacs Twenty Five Thousand) per month.

The increments as and when approved by the Board shall be merit based and will take into account the performance as CEO as well as that of the Company.

b) Benefits, Perquisites and Allowances:

- i) Housing: Provision of a furnished accommodation, owned / hired by the Company as per the rules of the Company. If no accommodation is provided by the Company, house rent allowance will be payable at 50% of salary.

Explanation:

The expenditure incurred by the Company on electricity, water and furnishing, will be valued as per respective rules or regulations as applicable.

- ii) Grade Allowance of ₹ 2,95,000 per month.

- iii) Leave Travel concession for self and family.

- iv) Club Fee.

- v) Personal Accident Insurance.

- vi) Medical expenses and Medical Insurance for self & family.

- vii) Company maintained Car with Driver for official and personal use.

- viii) Telecommunication facilities at residence.

- ix) Contribution to Provident Fund, Pension Fund, Superannuation Fund, and Annuity Fund as per the rules of the Company.

- x) Gratuity as per the provisions of the Payment of Gratuity Act, 1972 or as per the Gratuity scheme of the Company, whichever is

higher.

xi) Leave unavailed of, to be allowed to be accumulated/ encashed as per the rules of the Company.

The following persons are interested in the resolution:

Sl. No	Name	Relationship with the Company	Nature of Interest
1.	Mrs. Akanksha Himatsingka	CEO - International Operations (Home Textiles)	Self
2.	Mr. Shrikant Himatsingka	Managing Director & CEO	Relative

Except above, none of the Directors or any key managerial personnel or any of their relatives are interested in this resolution.

The Board recommends the resolution set forth in item no. 7 above for the approval of the Members.

Item No. 8:

ISSUE OF SECURITIES INCLUDING FOREIGN CURRENCY CONVERTIBLE BONDS AND UNSECURED/ SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES WITH OR WITHOUT WARRANTS

With a view to augment long term financial resources for funding its growth, meeting working capital requirements, reducing the debt of the company and/or for general corporate purposes, the Company hereby proposes to seek in-principle approval as an enabling resolution to raise an amount not exceeding 1500 Crores (Rupees One Thousand Five Hundred Crores) within the overall borrowing limits approved by the members of the company at any time during the validity of the resolution as per Item no 8. The proposed amount will be raised by way of issue of further Equity Shares against either of Qualified Institutions Placements (QIPs), Rights Issue, Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs), and / or convertible bonds, debentures and /or any other securities fully or partly convertible into or exchangeable with Equity Shares and /or other securities convertible into Equity Shares at the option of the Company and /or the holder(s) of such securities and /or securities linked to Equity Shares and /or securities with or without detachable /non-detachable warrants and /or warrants with a right exercisable by the warrant holders to subscribe to Equity Shares and /or any instruments which would be converted into /exchanged with Equity Shares at a later date (collectively "Securities").

The proposed Special Resolution seeks the enabling authorization of the Members of the Company for the Board of Directors, without the need of any further approval from the Members, to undertake the issue of such Securities in accordance to applicable laws and subject to consents of concerned governmental and regulatory authorities. Pursuant to above the Board may, in one or more tranche(s), issue and allot equity shares and Securities on such date as may be determined by the Board.

Section 42, Section 62 and Section 71 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to persons who on the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorization of the Members to the Board of Directors to make the proposed issue of the Securities, in consultation with Lead Managers, Legal Advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provision of rules, regulations or guidelines.

The Board of Directors at their meeting held on July 31, 2021 approved the proposal and accordingly recommends the resolution set out in Item No. 8 of the notice as a Special Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is interested in this resolution.

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

Place: Bengaluru
Date: July 31, 2021

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. D.K Himatsingka	Mr. V. Vasudevan	Mrs. Sangeeta Kulkarni
DIN	00139516	07521742	01690333
Age (Years)	Age 72	Age 65	Age 58
Date of first appointment on the Board	January 23, 1985	May 21, 2016	May 21, 2016
Qualifications	B.A (Economic Honours)	Graduation from the Institute of Chemical Technology from Bombay	Master's degree in Human Resource Education and an alumnus of Boston University and Northwestern University, USA
Shareholding in the Company as on date of Notice	11902000	Nil	Nil
Expertise in specific functional areas	Overall Management capabilities with more than 35 years of rich expertise.	He is the Non- Executive Director of the Company in non-independent capacity. 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.	She is a Director of Brickwork India Pvt. Ltd, Brickwork Ratings India Private Ltd, B2K Services Private Ltd, Brickwork Health Services Pvt. Ltd and Brickwork Analytics Pvt. Ltd. She is founder president of Brickwork Pragathi Foundation, which closely works with economically weaker & differently-abled people. Prior to Brickwork, she worked in Corporate Training, business development and HR roles with Accenture, HSBC Data Centre and Brilliant School of Management.
Terms and conditions of appointment/ continuation of Directorship	On the same terms and condition as approved by the members at their meeting held on September 22, 2018 and September 24, 2019.	As mentioned in Resolution No. 6.	Independent Directors are not liable to retire by rotation.
Inter-se Relationships between • Directors • Managers • KMP	Father of Mr. Shrikant Himatsingka, Managing Director & CEO	None	None
Number of Meetings of the Board attended during the Financial Year	6/6	6/6	6/6
Other Companies in which he is a Director	1. Himatsingka Wovens Pvt. Ltd. 2. Orient Silk Pvt. Ltd.	Himatsingka Wovens Pvt. Ltd.	1. Brickwork India Private Ltd 2. Brickwork Ratings India Private Ltd 3. Brickwork Health Services Private Ltd 4. B2K Services Private Ltd 5. Brickwork Analytics Pvt. Ltd
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the other Company	None	None	None

PROCEDURE FOR REMOTE E-VOTING

- i) 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 SEBI Listing Regulations and in terms of SEBI vide 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 KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii) However, in 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.
- iii) 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv) The remote e-Voting period commences 9:00 AM IST, Wednesday, August 25, 2021 till 5:00 PM IST, Friday, August 27, 2021.
- v) 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.
- vi) Any person holding shares in physical form and non-individual members, 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 KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- vii) In case of Individual Members 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 members 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 members holding shares in demat mode.
 - Step 2 : Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members 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”)	
<p><u>Individual Members holding securities in demat mode with NSDL</u></p>	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol 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. IV. Post successful authentication, click on “Access to e-Voting” V. 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. 2. User not registered for IDeAS e-Services <ol 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. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol 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”)	
<p><u>Individual Members holding securities in demat mode with CDSL</u></p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol 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. 2. User not registered for Easi/Easiest <ol 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-ClientID (BO ID), etc. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol 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”.
<p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></p>	<ol 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 name 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.

- A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech 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) xxxx, 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 KFintech 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 prakash@pjkamath.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i) Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.

- ii) Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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 JioMeet. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. 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 Tuesday, August 24, 2021 till 5.00 PM IST on Thursday, August 26, 2021, 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 casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii) Facility of joining the AGM through VC/OAVM shall be available for atleast 2000 members on first come first served basis.
- xi) 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 K fntech. On successful login, select 'Speaker Registration' which will open from 9.00 AM IST on Tuesday, August 24, 2021 till 5.00 PM IST on Thursday, August 26, 2021. 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 K fntech. On successful login, select 'Post Your Question' option which will open from 9.00 AM IST on Tuesday, August 24, 2021 till 5.00 PM IST on Thursday, August 26, 2021.
- 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> (KFintech Website), at evoting@kfintech.com or call KFintech'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 Sunday, August 21, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. 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:
 - 2) MYEPWD <SPACE> IN12345612345678
 - 3) Example for CDSL:
 - 4) MYEPWD <SPACE> 1402345612345678
 - 5) Example for Physical:
 - 6) 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 KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI) 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 : <https://www.himatsingka.com/>.

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