



HIMALAYA GRANITES LIMITED

CIN: L13206TN1987PLC015161

Registered Office: Panchalam Village, Melpet ai Post, Tindivanam, Tamil Nadu-604307

Telephone: +91 4147-290021, E-mail: investors@hgl.co.in, Website: www.hgl.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act, 2013**"), read with the rules framed thereunder ("**Rules**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ("**SS-2**") read with General Circular Nos. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 and other applicable Circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities and Exchange Board of India ("**SEBI**") (hereinafter collectively referred to as "**Circulars**") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the Resolution appended below is proposed to be passed for alteration of existing Clause III (A) of the Memorandum of Association ("**MOA**") of the Company as Special Resolution by the Members of Himalaya Granites Limited ("**Company**") through Postal Ballot through voting by electronic means ("**Remote e-voting**").

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes for registration of the same. The communication of the assent or dissent of the Members would only take place through Remote e-voting system.

A statement pursuant to Section 102 and other applicable provisions of the Act, 2013 pertaining to the appended resolution setting out the material facts and reasons thereof along with instructions for Remote e-voting, are annexed to this Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company at their meeting held on February 09, 2021, has appointed Mr. Rupesh Agarwal (Membership No. 16302 and C.P No. 5673), failing him Mr. Shashikant Tiwari (Membership No. 28994 and C.P No. 13050), of Chandrasekaran Associates, Practising Company Secretaries as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

The Remote e-voting period will commence from 10.00 a.m. (IST) on Thursday, February 18, 2021, till the closing of the Company are listed and would also be placed on the website of the Company i.e. www.hgl.co.in and also on the website of Link Intime India Private Limited ("**LIPL**"), agency being appointed for the purpose of providing Remote e-voting facility to the shareholders at <https://instavote.linkintime.co.in>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office for at least 3 days from the date of declaration of final results.

NOTES:

1. The Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("**Act, 2013**") read with the rules framed thereunder ("**Rules**") stating material facts and reasons for the proposed resolution is annexed hereto for your consideration.
2. In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 and other applicable circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities and Exchange Board of India ("**SEBI**") (hereinafter collectively referred to as "**Circulars**"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The Members may note that this Postal Ballot Notice will also be available on the Company's website at www.hgl.co.in and websites of BSE Limited, where the equity shares of the Company are listed, at www.bseindia.com and on the website of LIPL, the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at htps://instavote.linkintme.co.in.
3. If your e-mail address is not registered with the Company/Depositories, you may register the same by completing the process for registration of e-mail address as under:

Physical Holding	For the Shareholders holding shares in physical mode, who have not registered/updated their email addresses and mobile numbers with the Company are requested to furnish their email addresses and mobile numbers to the Company's Registrars and Share Transfer Agent, S. K. Infosolutions Private Limited, D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS- Jadavpur, Kolkata- 700 032; Telephone: +91-33-24120029; Fax: +91-33-24120027; Email: skdilip@gmail.com ; Website: www.skinfo.com
Demat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.

4. Further, the Resolution, if passed by Members with requisite majority, shall be deemed to have been passed on the last date of Remote e-voting i.e. March 19, 2021.
5. The documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are uploaded on the website of the Company at www.hgl.co.in to facilitate online inspection except for Saturday and Sunday till the last date of Remote e-voting. The documents shall also be available for inspection at the Registered Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except

for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to investors@hgl.co.in mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

6. The instructions for Remote e-voting are as under:
 - i. In compliance with the provisions of Sections 108 and 110 of the Act, 2013 read with the Rules and Regulation 44 of the Listing Regulations and the Circulars, the Company has engaged the services of Link Intime India Private Limited (LIPL) to provide the facility of Remote e-voting to all the Members to enable them to cast their votes electronically in respect of the special business as mentioned in the postal ballot notice.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, February 12, 2021 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The Remote e-voting period will commence from 10.00 a.m. (IST) on Thursday, February 18, 2021 and will end at 5.00 p.m. (IST) on Friday, March 19, 2021. The Remote e-voting module shall be disabled by LIPL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
 - iii. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal (Membership No. 16302 and C.P. No. 5673) failing him Mr. Shashikant Tiwari (Membership No. 28994 and C.P. No. 13050) of Chandrasekaran Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.
 - iv. For any query connected with the Resolution proposed to be passed by means of Postal Ballot through Remote e-voting, members may contact Link Intime India Private Limited (LIPL), Mr. Rajiv Ranjan, Assistant Vice President (E-voting), Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91-11-41410591; Email: enotces@linkintme.co.in or delhi@linkintme.co.in) or Mr. Hariom Pandey, Company Secretary of the Company by sending email at investors@hgl.co.in or call at +91-11-42791399, Address: Panchalam Village, Melpet ai Post, Tindivanam, Tamil Nadu-604307.

The process and manner for Remote e-voting are explained herein below:

1. Open the internet browser and launch the URL: <https://instavote.linkintme.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

>>Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID: Enter your User ID
 - Shareholders/members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - Shareholders/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
 - Shareholders/members holding shares in physical form shall provide Event No. (210037) + Folio Number registered with the Company.
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
 - Shareholders/members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
 - Shareholders/members holding shares in **NSDL demat account shall provide 'D', above**
 - Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

>> Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

>>Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintme.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the

notification for e-voting. Select '**View**' icon.

5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour/Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour/Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.
8. Institutional/Corporate shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintme.co.in> and register themselves as '**Custodian/Mutual Fund/Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- a. Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- a. Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
 - In case shareholders/members is having valid email address, Password will be sent to his/her registered e-mail address.
 - Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular "Event".

Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders have any queries regarding e-voting,

they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintme.co.in>, under 'Help' section or send an email to enotces@linkintme.co.in or contact on: - Tel: 022 – 4918 6000.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through Remote e-voting unblock the votes cast through Remote e-voting and issue, not later than 48 hours of conclusion of the Remote e-voting, a scrutinizer's report of the total votes cast in favour and against, if any, to the Managing Director of the Company or any person authorised by him.
2. The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.hgl.co.in and on the website of LIPL at <https://instavote.linkintme.co.in>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office for at least 3 days from the date of declaration of voting results.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS FORMING PART OF THE NOTICE

Item No. 1

The Company is presently engaged in the business activities of leasing and letting out of the immovable properties of the Company. The management of the Company has been exploring avenues for expanding the business activities of the Company. Considering the location as well as the nature of the immovable properties of the Company situated at Panchalam Village, Melpet ai Post, Tindivanam, Tamilnadu, your management is of the view that though the said properties are suitable for use as godowns and warehouses, it can be better exploited if the Company provides complete package services like storage, transportation, loading & unloading and other allied services to yield better returns instead of simply letting out of those properties. Hence, the management of your Company finds it appropriate to carry out the business as dealer, distributor, trader, stockiest, agent including clearing and forwarding agent for all kind of goods, products and merchandise, which is expected to improve the utilisation of the said immovable properties of the Company as well as expand the area of operations. Accordingly, it is required to alter the Clause III (A) of the

Memorandum of Association ("MOA") by inserting the following new sub clause 8, after the existing sub clause III (A) 7.

"8. To engage in the business of dealer, distributor, trader, stockiest, agent including clearing and forwarding agent for all kind of goods, products and merchandise."

In view of the above, the Board of Directors at their meeting held on February 09, 2021 has approved the alteration of Clause III (A) of MOA of the Company subject to the approval of the Members of the Company by way of Special Resolution. Accordingly, the approval of the Members is being sought by way of Postal Ballot through Remote e-voting for the same in compliance with the provisions of Section 13, 108, 110 and other applicable provisions of the Companies Act, 2013. The aforesaid amendment would also be subject to the approval of the Registrar of Companies and any other statutory or regulatory authority, as may be necessary.

The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e Friday, March 19, 2021. The documents shall also be available for inspection at the Registered Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to investors@hgl.co.in mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the Resolution set forth at Item No. 1 of the Notice for approval of the Members by way of Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company, if any.

Place: New Delhi

Date: February 09, 2021

Registered Office:

Panchalam Village

Melpet ai Post, Tindivanam,

Tamil Nadu-604 307

By order of the Board

For **Himalaya Granites Limited**

Hariom Pandey

Company Secretary

Membership No.: FCS-9349