

NOTICE

NOTICE is hereby given that the Extra Ordinary Meeting of the Members of Hind Industries Limited will be held on Friday, the 05th day of January, 2018 at 11:00 A.M. at B-3, Friends Colony, New Delhi-110065 (*Route Map attached) to transact the following business:

SPECIAL BUSINESS

1. To consider and approve sale, lease or otherwise dispose of the whole or substantially the whole of any undertaking of the Company.

By Order of the Board

Registered Office:
A-1, Phase-I, Okhla Industrial Area,
New Delhi – 110020

Kamlesh Kumar
Company Secretary

Place: New Delhi
Date: 09th December, 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ODINARY MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a

Single person as proxy and such person will not act as a proxy for any other person or shareholder.

3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, 30th December, 2017 to 05th January, 2018 (both days inclusive);

a. As beneficial owners as at the end of business on Monday, 29th December, 2017 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and

b. As members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company's Registrar and Share Transfer Agents M/s. Skyline Financial Services Pvt. Ltd., D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi - 110020 on or before Friday 29th December, 2017. The instruments of share transfers complete in all respects should reach the said Registrar and Transfer Agent well before the above date.

5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.

6. Electronic copy of the Notice of the Extra Ordinary Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Extra Ordinary Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Extra Ordinary Meeting will be available on Company's website www.hindindustries.net for their download.

7. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / R&T agent.

9. Voting through electronic means;

In terms of Sections 107 and 108 of the Companies Act, 2013, read with Companies (Management and Administration Rules, 2014 and Listing Rules of Listing Agreement., the Company is pleased to provide members holding shares in physical or dematerialized form as on the cut-off date (Record Date), being 29th Day of December, 2017 to exercise their right to vote at the Extra Ordinary Meeting (EGM) by electronic means for any or all the businesses in the accompanying Notice. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting. E-Voting is optional and members shall have the option to provide either through e-voting or in person at the Annual General Meeting.

The procedure and instructions for voting through electronic means are as follows:

- A.** In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participants):
 - i. Open the e-mail and also open PDF file; "with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting: Active Voting Cycles.

viii. Select the relevant “EVEN” (E-Voting Event Number) of HIND INDUSTRIES LIMITED on which you chose to vote. Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

x. Upon confirmation, the message “Vote cast successfully” will be displayed.

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agrawal.kundan@gmail.com , with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com

xiv. You can also update your mobile number and e-mail id in the user profile detail of the folio which may be used for sending future communication(s).

xv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on 25th May, 2017, may obtain user/login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com.

However, if you are already registered with NSDL for e-voting then you can use your existing user/login ID and password for casting your vote. If you forgot your password, you can reset your password, by using “Forgot User Details/ Password” option available on the website www.evoting.nsdl.com at the following toll free no. 1800-222-990.

B. In case a Member receives physical copy of the Notice of EGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i. The remote e-voting period commences on Monday, 01st January, 2017 (10:00 A.M. IST) and ends on Thursday, 04th January, 2018 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in Physical form or in dematerialized form, as on 29th December, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as 29th December, 2017.
- iii. Mr. Kundan Agrawal, Practicing Company Secretary (Membership No. FCS 7631), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. Facility for voting through polling paper shall be made available at the Extra Ordinary Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.
- v. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- vi. Members of the Company holding shares either in physical form or in dematerialized form, as on 29th December, 2017, may opt for remote e-voting or voting at the AGM through polling paper.
- vii. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling) and through remote e-voting, will not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company www.hindindustries.net and on the website of evoting@nsdl.co.in. The result shall simultaneously be communicated to the Stock Exchange.
- viii. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of meeting i.e. 05th January, 2018.

By Order of the Board

Registered Office:
A-1, Phase-I, Okhla Industrial Area,
New Delhi – 110020
Place: New Delhi
Date: 09th December, 2017.

Kamlesh Kumar
Company Secretary



HIND INDUSTRIES LIMITED

Regd Office: A-1, Phase-1, Okhla Industrial Area, New Delhi-110020.

E-mail: info@hind.in, Website: www.hindindustries.net

CIN: L74899DL1973PLC006667

ATTENDANCE SLIP

Name	
Address	
Folio No./DP Id-Client Id*	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I/we hereby record my presence at the Extra Ordinary General Meeting of the company at B-3, New Friends Colony, New Delhi-110065, At 09:00 A.M. on Friday the 05th day of January 2018.

SIGNATURE OF THE ATTENDING MEMBER/PROXY _____

THIS ATTENDANCE SLIP, DULY FILLED IN, IS TO BE HANDED OVER AT THE ENTERANCE OF THE MEETING VENUE.



HIND INDUSTRIES LIMITED

Regd Office: A-1, Phase-1, Okhla Industrial Area, New Delhi-110020.

E-mail: info@hind.in, Website: www.hindindustries.net

CIN: L74899DL1973PLC006667

Form No. MGT-11

FORM OF PROXY

Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014.

Name	
Registered Address	
Email ID	
Folio No./DP ID Client ID**	
No. of Share held	

*Applicable for investors holding shares in Electronic form.

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____, or failing him/ her

2. Name:

Address:

E-mail Id:

Signature: _____, or failing him/ her

3. Name:
 Address:
 E-mail Id:
 Signature:

as my/our proxy to vote for me/us and my/our behalf at the Extra Ordinary General Meeting of the company at B-3, New Friends Colony, New Delhi-110065. at 09:00 AM on Friday 05th day of January 2018. Or at any adjournment thereof In respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of Resolution	Options	
	Ordinary Business	For	Against
1.	To consider and approve sale, lease or otherwise dispose of the whole or substantially the whole of any undertaking of the Company.		

Signed this..... Day of 2018

Affix a revenue stamp of not less than Re.1/-

NOTE:

1. This form of proxy in order to be effective should be duly completed, signed and stamped must be deposited at the Registered Office of the Company not less than 48 Hours before the time for holding the aforesaid Meeting.
2. The Proxy need not be a Member of the Company.
3. It is optional to put 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the For/Against Boxes blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.