



REF: HSL/SEC/2022/68

December 16, 2022

To The Deputy Manager Department of Corporate Services BSE Ltd. PJ Towers, Dalal Street Mumbai -400001 Scrip 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 Postal Ballot

Ref: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

With reference to our letter dated December 15, 2022 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated December 15, 2022 together with the Explanatory Statement and Instructions for Postal Ballot thereto, seeking consent of the Members of Himatsingka Seide Limited ("Company"), on the following items of special business

SI	Particulars	Type of Resolution
1.	Approve the Borrowing limits under section 180(1)(c) of the Companies Act, 2013.	Special
2.	Creation of charges, mortgages, hypothecation and security interest on the assets of the company under section 180(1)(a) of the Companies Act, 2013.	Special
3.	Approval for Issuance of securities.	Special
4.	Appointment of Mr. Harminder Sahni (DIN: 00576755) as an Independent Director of the company.	Special
5.	Appointment of Ms. Sandhya Vasudevan (DIN: 00372405) as an Independent Director of the company.	Special
6.	Appointment of Mr. S. Shanmuga Sundaram (DIN: 09816120) as a Whole Time Director designated as Executive Director-Manufacturing Operations (Group) of the company	Ordinary

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited ("KFintech") and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, December 09, 2022.

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



The Company has engaged the services of KFinTech for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Saturday, December 17, 2022 at 9:00 A.M. (IST) and shall end on Sunday, January 15, 2023 at 5:00 P.M. (IST).

The Postal Ballot Notice is also being uploaded on the Company's website at www.himatsingka.com and on the website of KFinTech at www.kfintech.com. The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at www.himatsingka.com and the website of KFinTech at www.kfintech.com and shall also be available on the website of the Stock Exchanges.

This intimation is also being uploaded on the Company's website www.himatsingka.com in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,
For Himatsingka Seide Limited

M. Sridhar
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 hsblr@himatsingka.com

CIN L17112KA1985PLC006647

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and other applicable circulars issued by the Ministry of Corporate Affairs]

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with the Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification or re-enactment thereof for the time being in force), read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, and 3/2022 dated May 5, 2022 (collectively the “**MCA Circulars**”), to transact the special businesses as set out hereunder by passing special resolutions by way of postal ballot.

Pursuant to Section 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said resolutions setting out the material facts and reasons/rationale thereof forms part of this Postal Ballot Notice (“**Notice**”).

As per the terms of the requirements specified in the MCA Circulars, Himatsingka Seide Limited (“**the Company**”) is sending this Notice only in electronic form, to those members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company has engaged the services of Kfin Technologies Limited (“**Kfin**”) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.himatsingka.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Sunday, January 15, 2023. The remote e-voting facility will be disabled by Kfin immediately thereafter:

SPECIAL BUSINESS:

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

1. APPROVE THE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and in accordance with the memorandum and articles of association of the Company and in supersession of the special resolution passed at the Annual General meeting of the Company held on September 15, 2015, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any committee constituted by the Board or any person(s) authorized by the Board), for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from banks, financial institutions, body corporates, companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of INR 3500,00,00,000 (Indian Rupees Three Thousand Five Hundred crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute such documents and to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to the above resolution.”

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

2. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION AND SECURITY INTEREST ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and in accordance with the memorandum and articles of association of the Company and in supersession of the resolution passed by the members of the Company on February 12, 2015 through postal ballot, the consent of members of the Company be and is hereby accorded for the creation by the Company (hereinafter referred to as the “Board” which term shall include any committee constituted by the Board thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges, hypothecation and/or security interest as may be necessary on such assets of the Company, whether movable or immovable, tangible or intangible, both present and future, in such manner and ranking as the Board / committee of the Board may deem fit, together with power to take over the management of the Company in certain events, for the benefit of or in favour of banks, financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate (including trustees and agents acting on their behalf) (hereinafter referred to as the “**Lending Agencies**”), to secure rupee term loans/ foreign currency loans, debentures, bonds and/or other instruments which may be issued on private placement basis or otherwise, together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to Lending Agencies under their respective agreements / loan agreements / debenture trust deeds / transaction documents entered / to be entered into by the Company in respect of the said borrowings, provided that the total amount of the borrowings which is being secured by the assets of the Company shall not exceed INR 3500,00,00,000 (Indian Rupees Three Thousand Five Hundred crores).

RESOLVED FURTHER THAT the Board or any committee constituted by the Board for the purpose of exercising powers conferred in this resolution be and is hereby authorized to finalize with the Lending Agencies, the documents for creating the aforesaid mortgages, charges, hypothecation and/or security interest and to modify, alter or vary, the terms and conditions of the aforesaid documents, to settle any question, difficulty or doubt that may arise with regard to creating mortgages/charges/hypothecation/security interest as aforesaid and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to the above resolution.”

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

3. APPROVAL FOR ISSUANCE OF SECURITIES

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c) and 180 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any amendments thereto or re-enactment thereof, for the time being in force, the provisions of the memorandum and articles of association of the Company, the Securities and Exchange Board of India Act, 1992 and regulations thereunder, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, Foreign Exchange Management Act, 1999 (“**FEMA**”) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), the Government of India (“**Gol**”), the stock exchanges and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Gol and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, issue and allot either in India or in the course of international offering(s) in one or more foreign markets, such number of equity shares of the Company (“**Equity Shares**”), global depository receipts (“**GDRs**”), American depository receipts (“**ADRs**”), foreign currency convertible bonds (“**FCCBs**”), preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, and/or on preferential allotment basis to any eligible person, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds, banks or any financial institutions and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the “**Investors**”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations,

for an aggregate amount not exceeding USD 13,000,000 or equivalent to INR 108,00,00,000 or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, tenure, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Company (the "Issue").

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions: (a) for the purpose of giving effect to any offer, issue or allotment of the Securities, the Board be and are hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of the Securities into any equity shares in accordance with the terms of issue/offering in respect of such Securities; (b) the Securities and equity shares (upon conversion of such Securities) to be so created, offered, issued and allotted shall be subject to the provisions of the memorandum and articles of association of the Company; (c) the resultant equity shares shall rank pari passu with the existing equity shares of the Company in all respects and shall be listed on the Stock Exchanges in India where the equity shares of the Company are listed; and (d) equity shares to be issued on conversion of Securities convertible into equity shares shall be appropriately adjusted in accordance with the terms of the offering of the Securities, including for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT, in the event of (i) a proposed issuance of FCCBs, relevant date for the purpose of pricing the FCCBs shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law; (ii) the Securities are proposed to be issued as ADRs or GDRs etc. the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Depository Receipt Scheme, 2014, (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities or equity shares (including equity shares allotted pursuant to conversion of the convertible Securities) as the case may be, on one or more stock exchanges in India or outside India and the listing of equity shares underlying the FCCBs, ADRs and/or GDRs on the stock exchanges in India.

RESOLVED FURTHER THAT the Board is and is hereby authorized to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies and advisors as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them for out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue of Securities and issue of equity shares pursuant to conversion of such Securities in accordance with the terms thereof, and settle any questions or difficulties that may arise in this regard to the issue.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue of Securities, including but not limited to the finalization of the number of Securities to be issued in each tranche thereof, finalization and approval of the draft as well as final offer document(s), offer letter, determining the form and manner of the Issue, finalization of the dates and timing of the issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, tenor, rate of interest/ coupon rate issue schedule/ period and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue of Securities and resolve and settle all questions, doubts or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

To Consider and if thought fit, to pass with or without modification the following resolution as Special Resolution.

4. APPOINTMENT OF MR. HARMINDER SAHNI (DIN: 00576755) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"**RESOLVED THAT** Mr. Harminder Sahni (DIN: 00576755) who was appointed as an Additional Director of the Company in Independent capacity effective from November 14, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ("Act") read

with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with the Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and the Articles of Association of the Company, Mr. Harminder Sahni (DIN: 00576755), who meets the criteria for independence as provided under Section 149(6) of the Act and the rules framed thereunder and Regulation 16 (1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for the period of five years commencing from November 14, 2022 to November 13, 2027.

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

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

5. APPOINTMENT OF MS. SANDHYA VASUDEVAN (DIN: 00372405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT Ms. Sandhya Vasudevan (DIN: 00372405) who was appointed as an Additional Director of the Company in Independent capacity effective from November 14, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom company has received a notice in writing from a member under section 160(1) of the Act proposing her candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with the Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and the Articles of Association of the Company, Ms. Sandhya Vasudevan (DIN: 00372405), who meets the criteria for independence as provided under Section 149(6) of the Act and the rules framed thereunder and Regulation 16 (1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for the period of five years commencing from November 14, 2022 to November 13, 2027.

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

To Consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution

6. APPOINTMENT OF MR. S. SHANMUGA SUNDARAM (DIN: 09816120) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR - MANUFACTURING OPERATIONS (GROUP) OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. S. Shanmuga Sundaram (DIN: 09816120) who was appointed as an Additional Director of the Company effective from December 15, 2022 by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 read with the Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) 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, Mr. S. Shanmuga Sundaram (DIN: 09816120) as a Whole Time Director designated as Executive Director- Manufacturing Operations (Group) of the Company liable to retire by rotation, for a period of 2 years with effect from December 15, 2022 on remuneration up to Rs. 51.08 Lakhs per annum (Cost to Company) on the following terms:

- a) **Salary:** Rs. 2,26,667/- per month in the scale of Rs. 2,26,667 – 15,866 – 2,42,533
- b) **Perquisites as follows:**
 - i House Rent Allowance at 50% of basic salary.
 - ii Personal Accident Insurance coverage
 - iii Medical Insurance for self & family
 - iv Telecommunication facilities at residence
 - v Reimbursement of Driver Salary

- vi Contribution to Provident Fund, Pension Fund, Superannuation Fund, and Annuity Fund as per rules of the Company
- vii Gratuity as per the provisions of the Payment of Gratuity Act, 1972 or as per the Gratuity scheme of the Company, whichever is higher.
- viii Leave unavailed of, to be allowed to be accumulated/ encashed as per the rules of the Company.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial year Mr. S. Shanmuga Sundaram (DIN: 09816120) shall be paid the same remuneration as stated hereinabove, as minimum remuneration but subject to the upper limit, if any, prescribed under the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby further authorized to take all such steps and to do all such acts, deeds and things, as may be necessary to implement the above resolution.

RESOLVED FURTHER THAT the Executive Directors of the Company and Company Secretary be and are hereby severally authorized to file necessary forms with the Registrar of Companies."

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

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

Place: Bengaluru
Date: December 15, 2022

M. Sridhar
(Company Secretary)

NOTES:

- 1) The explanatory statement pursuant to the provisions of Section 102 of the Act setting out material facts relating to the aforesaid resolutions is annexed hereto.
- 2) In terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Company's Registrar and Transfer Agent ("RTA") as on December 9, 2022 "Cut- Off Date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, December 9, 2022
- 3) Only those members whose names are appearing in the Register of Members as on Cut-off date shall be eligible to cast their votes through postal ballot by remote e- voting. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only. The Notice will be available on the website of the Company at <https://www.himatsingka.com/investors/notifications>, 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.kfintech.com/>.
- 4) 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 pleased to provide remote e-Voting facility to its members to enable them to cast their votes electronically.
- 5) The remote e-voting shall commence on Saturday, December 17, 2022 at 9.00 a.m. (IST) and shall end on Sunday, January 15, 2023 at 5.00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter.
- 6) The Board of Directors have appointed Mr. Prakash Kamath (Membership No. A10807 holding Certificate of Practice No CP 5296), Practising Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent matter.
- 7) The Scrutinizer shall submit his report to the Chairman, or any other person authorised by him, after scrutiny of votes cast. The results will be declared on or before Tuesday, January 17, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
- 8) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.himatsingka.com and on the website of stock exchanges, i.e., BSE Limited and National Stock Exchange of India Limited - www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFin") – <http://evoting.kfintech.com>. The results shall also be displayed on the notice board at the Registered Office of the Company.
- 9) The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote voting i.e. Sunday, January 15, 2023.

- 10) Members desiring of inspecting any documents referred to in the notice or statement may send their request to at investors@himatsingka.com from their registered email address mentioning their names, folio number, DP ID/Client ID during the voting period.
- 11) The vote in the Postal Ballot cannot be exercised through Proxy.
- 12) To 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 Limited quoting details of Folio No.
- 13) Further, members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to evoting@Kfintech.com.
- 14) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to prakash@pjkamath.in with a copy marked to investors@himatsingka.com.
- 15) 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 through Shareholder's resolution is enclosed as an Annexure to the Notice.

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

Place: Bengaluru
Date: December 15, 2022

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

M. Sridhar
(Company Secretary)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to Item Nos. 1 to 6 mentioned in the accompanying Notice.

Item No. 1:

TO APPROVE THE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

The members at the Annual General Meeting held on September 15, 2015 passed a special resolution under Section 180(1)(c) of Companies Act, 2013 enabling borrowing power by the Company up to INR 1000,00,00,000 (Indian Rupees One Thousand Crores) over and above the paid-up share capital and free reserves of the Company.

The upper limit of borrowings that a Company may undertake under Section 180(1)(c) of the Companies Act, 2013 is required to be calculated every year on basis of INR 1000,00,00,000 (Indian Rupees One Thousand Crores) over and above the paid-up capital and free reserves of the Company. This is owing to fluctuation arising out of change in free reserves every financial year and hence, the calculation of the borrowings that may be availed by the Company is required to be ascertained on an ongoing basis.

The current outstanding long-term borrowings of the Company amount to approximately INR 1575,00,00,000. However, there may be requirement to create additional security in favour of the working capital lenders of the Company which may result in the Company crossing the existing borrowing limit of INR 1000,00,00,000 over and above the paid up capital and free reserves of the Company. It is accordingly proposed to fix the upper limit under Section 180(1)(c) of the Act to INR 3500,00,00,000 (Indian Rupees Three Thousand Five Hundred crores) in line with standard practices. The setting up of limits is to comply with legal framework in terms of borrowings and security creation though Company would be guided by its prudent financial policies.

The Board of Directors therefore recommends the resolution as set out in Item No. 1 of the Notice for approval of members of the Company by way of 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.

Item No. 2:

CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

As per Postal Ballot resolution dated February 12, 2015, the upper limit of power of the Board to create mortgages, charges and hypothecations under section 180(1)(a) of the Companies Act, 2013 is required to be calculated on basis of borrowing limits of INR 1,000 Crores (Indian Rupees One Thousand crores) over and above the paid-up capital and free reserves of the Company as per Section 180(1)(c) of the Companies Act, 2013. Since the free reserves fluctuate on a yearly basis, the upper limit u/s 180(1)(a) also consequentially undergoes changes every year.

There may be requirement to create additional security in favour of the working capital lenders of the Company which may result in the Company crossing the existing limits of INR 1000,00,00,000 over and above the paid up capital and free reserves of the Company. With a view to obviate the same, it is proposed to define an upper limit u/s 180(1)(a) of the Companies Act, 2013 at INR 3500,00,00,000 (Indian Rupees Three Thousand Five Hundred crores) instead of the current resolution requiring calculation every year linked to borrowings.

Hence, the consent of the members is hereby sought to enable the Board to create mortgage/charge/hypothecation/security interest on any of the assets of the Company to or in favour of banks, financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate (including trustees and agents acting on their behalf) (hereinafter referred to as the "Lending Agencies"), to secure rupee term loans/foreign currency loans, debentures, bonds and/or other instruments which may be issued on private placement basis or otherwise, of a value not exceeding INR 3500,00,00,000 (Indian Rupees Three Thousand Five Hundred crores).

The Board of Directors therefore recommends the resolution as set out in Item No.2 of the Notice for approval of members of the Company by way of 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.

Item No. 3:

APPROVAL FOR ISSUANCE OF SECURITIES

This special resolution contained in the Notice relates to a resolution by the Company enabling the Board of Directors of the Company ("Board"), which term shall be deemed to include any committee thereof which the Board may have constituted) to create, issue, offer and allot equity shares, global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs"), and such other securities as stated in the resolution (the "Securities"), including by way of a private placement basis, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the

prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to raise debt and issue Securities for an aggregate amount not exceeding USD 13,000,000 or equivalent to INR 108,00,00,000 or equivalent thereof.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for Refinance of Existing Loans, Decarbonization Capex and Debottlenecking Capex.

The special resolution seeks to empower the Board also to raise funds from any eligible person, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board.

Furthermore, in the event of a proposed issuance of FCCBs, the relevant date for the purpose of pricing the FCCBs shall mean the date on which the Board decides to open the proposed issuance of FCCBs in accordance with the FCCB Scheme (including any amendments thereto or re-enactment thereof, for the time being in force), or as may be permitted under applicable law. Further, in the event the Securities are proposed to be issued as ADRs or GDRs etc. the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Depository Receipt Scheme, 2014, (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

The equity share allotted or arising out of conversion of any Securities would be listed. The issue/ allotment/ conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities into equity shares would be subject to the applicable foreign investment cap.

The consent of the shareholders is being sought pursuant to the provisions of section 42 and section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolutions except to the extent of their shareholding, if any.

The Board of directors recommend passing of the special resolution as set out in Item No. 3 of this Notice, for the approval of the members of the Company.

Item No. 4:

APPOINTMENT OF MR. HARMINDER SAHNI (DIN: 00576755) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Nomination and Remuneration Committee ("NRC") at its meeting held on November 5, 2022, reviewed the profile, experience and expertise of Mr. Harminder Sahni (DIN:00576755) and found him appropriate and recommended his appointment as an Additional Director in Independent capacity, to the Board. Based on the recommendation, the Board at its meeting held on November 14, 2022, approved his appointment.

The Company has received requisite consents and declarations from Mr. Sahni with respect to his appointment as an Additional Director in Independent capacity. He is eligible for appointment as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr. Sahni has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has further confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, Mr. Sahni would not be liable to retire by rotation during his current term commencing from November 14, 2022 to November 13, 2027.

The profile and specific areas of expertise of Mr. Sahni are provided as annexure to this Notice.

In the opinion of the Board, Mr. Sahni is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company.

The terms and conditions of appointment of Mr. Sahni as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@himatsingka.com.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sahni, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth at Item No. 4 for the approval of the Members.

Item No. 5:

APPOINTMENT OF MS. SANDHYA VASUDEVAN (DIN: 00372405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Nomination and Remuneration Committee ("NRC") at its meeting held on November 5, 2022, reviewed the profile, experience and expertise of Ms. Sandhya Vasudevan (DIN: 00372405) and found her appropriate and recommended her appointment as an Additional Director in Independent capacity to the Board. Based on the recommendation, the Board at its meeting held on November 14, 2022, approved her appointment.

The Company has received requisite consents and declarations from Ms. Vasudevan with respect to her appointment as an Additional Director in Independent capacity. She is eligible for appointment as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Ms. Vasudevan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has further confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, Ms. Vasudevan would not be liable to retire by rotation during her current term commencing from November 14, 2022 to November 13, 2027

The profile and specific areas of expertise of Ms. Vasudevan are provided as annexure to this Notice.

In the opinion of the Board, Ms. Vasudevan is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company.

The terms and conditions of appointment of Ms. Vasudevan as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@himatsingka.com

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Vasudevan, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth at Item No. 5 for the approval of the Members.

Item No.6

APPOINTMENT OF MR. S. SHANMUGA SUNDARAM (DIN: 09816120) AS WHOLE TIME DIRECTOR DESIGNATED AS AN EXECUTIVE DIRECTOR - MANUFACTURING OPERATIONS (GROUP) OF THE COMPANY

The Nomination and Remuneration Committee ("NRC") at its meeting held on December 15, 2022, reviewed the profile, experience and expertise of Mr. S. Shanmuga Sundaram (DIN: 09816120) and found him appropriate and recommended his appointment as an Additional Director to the Board. Based on the recommendation, the Board at its meeting held on December 15, 2022 approved his appointment as Additional Whole-time Director designated as Executive Director- Manufacturing Operations (Group) for a term of 2 years.

The appointment of Executive Director and payment of remuneration, require the approval of shareholders, by way of an Ordinary Resolution, hence the resolution as per item 6 is placed for your approval.

Mr. Sundaram is currently associated with the Company in the capacity of President- Manufacturing Operations (Group). It is proposed to elevate him to the position of Executive Director - Manufacturing Operations (Group) in recognition of his services and contribution to the Company.

The Company has received requisite consents and declarations from Mr. Sundaram. He is eligible for appointment as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

The profile and specific areas of expertise of Mr. Sundaram are provided as an annexure to this Notice.

The draft of the contract of service to be entered into with Mr. S. Shanmuga Sundaram, is open for inspection, at the registered office of the Company, during the business hours on any working day during the voting period. The terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sundaram, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the resolution set forth at Item No. 6 for the approval of the Members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT THROUGH POSTAL BALLOT

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

Name	Mr. Harminder Sahni	Ms. Sandhya Vasudevan	Mr. S. Shanmuga Sundaram
DIN	00576755	00372405	09816120
Age (Years)	54	61	63
Brief Resume & Qualifications	<p>Mr. Harminder Sahni has completed his M.B.A. from IMS, Indore and is a Textile Engineer from TITS, Bhiwani.</p> <p>He is the Founder and Managing Director of Wazir Advisors. He has been advising various consumer centric businesses and carries with him immense experience of over two decades as a management consultant in the Consumer Goods, Retail and Textile sectors. He has been guiding various Indian and International companies on corporate strategy, business creation, diversification, and performance enhancement.</p>	<p>Ms. Sandhya Vasudevan has completed her MBA from Bangalore University and MA from Annamalai University.</p> <p>She has been a Global, APAC and India leader with Deutsche Bank, Thomson Reuters, AXA/ Guardian Royal Exchange and the TVS Group over the last 35 years.</p> <p>Her experience covers the Financial services; off-shoring / shared services; Operations & technology; Risk, Regulatory Governance; Strategy, innovation & Digitalisation and Social impact initiatives.</p>	<p>Mr. S. Shanmuga Sundaram has completed</p> <ul style="list-style-type: none"> • B. Tech (Textiles) from PSG College of Technology, Coimbatore. • C Text- FTI (Fellow of Textile Institute), Manchester, UK. • PG Diploma in Production Management from Annamalai University, Tamil Nadu. • Diploma in Textile Technology from Thiagarajar Polytechnic, Salem, Tamil Nadu. <p>He is a Textile Technological expert from Cotton fibre to final sheeting and Terry products. He has handled vertically integrated Textile units at P&L level and being an analyst in Machinery design, process parameters, products to profitability and financial returns in integrated Textile Conglomerate.</p> <p>He is having 39 years of Experience in Manufacturing operations and has governed manufacturing units as Independent profit centres in India, Malaysia, Indonesia, Turkey and Senegal.</p> <p>He has been conferred as Doctor of Advanced studies (Production & Operations Management) -Honorary Award by Azteca University, Mexico in 2019.</p>
Shareholding in the Company as on date of Notice including as a beneficial owner	NIL	NIL	NIL
Expertise in specific functional areas	Retail Textiles	Banking And Finance Risk Management	Manufacturing Operations

Terms and conditions of appointment/ continuation of Directorship	As per the appointment Letter	As per the appointment Letter	As per the appointment Letter
Inter-se Relationships between • Directors • Mangers • KMP	NIL	NIL	NIL
Number of Meetings of the Board attended during the Financial Year	2	1	NA
Other Companies in which he/she is a Director	1. Praxis Home Retail Limited 2. Wazir Advisors Private Limited 3. Tapio Creations Private Limited 4. Tapio Yem Designs Private Limited 5. Pep Technologies Private Limited	NA	NA
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the other Company	Praxis Home Retail Limited: 1. Audit Committee (Chairman) 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee 4. Risk Management Committee	NIL	NIL
Listed Entities from which the person resigned in the past there years	Future Consumer Limited	NIL	NIL
Skills and Capabilities required for the role and manner in which the proposed person meets such requirements	Corporate strategy Business creation Diversification Performance enhancement	Governance Risk & regulatory experience Strategic business model innovation and digital transformation Social Impact initiatives	

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 09, 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, Saturday, December 17, 2022 till 5.00 PM IST, Sunday, January 15, 2023.

- 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 i.e Friday, December 9,2022.
- 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 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.

Details on Step 1 are mentioned below:

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

Type of members	Login Method
National Securities Depository Limited ("NSDL")	
Individual Members holding securities in demat mode with NSDL	<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")	

Individual Members holding securities in demat mode with CDSL	<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-Client ID (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".
Individual Shareholder login through their demat accounts / Website of Depository Participant	<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.
<p>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.</p>	
<p>Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.</p>	
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://evotingkfintech.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) 7129, 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" 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 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 "Himatsingka Seide Limited_7129."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), will have to follow the following process:
- i. Members who have not registered their email address may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: [https://ris.kfintech.com/clientservices/postal ballot](https://ris.kfintech.com/clientservices/postal%20ballot). 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 einward.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 Postal Ballot Notice.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- xiii. The members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, December 9, 2022, 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.

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