



REF: HSL/SEC/2024/08

January 31, 2024

To The Deputy Manager Department of Corporate Services BSE Ltd. PJ Towers, Dalal Street Mumbai -400001 <b>Scrip Code: 514043</b>	To The Manager National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai 400051 <b>Symbol: HIMATSEIDE</b>
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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 January 25, 2024 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), please find enclosed herewith a copy of the Postal Ballot Notice dated January 25, 2024 together with the Explanatory Statement and containing inter alia, the details as applicable under the provisions of the Companies Act, 2013 read with the Listing Regulations and Instructions for remote e- voting thereto, seeking consent of the Members of the Company, on the following items of special business:

SI No.	Particulars	Type of Resolution
1.	Raising of funds by way of a Qualified Institutions Placement.	Special
2.	Increase in Authorized Share Capital.	Ordinary
3.	Alteration in Capital Clause of the Memorandum of Association of the Company.	Ordinary
4.	Appointment of Mr. Ravi Kumar (DIN: 02362615) as a Non-Executive Independent Director of the Company.	Special

In accordance 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 (“**RTA**”) and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, January 26, 2024. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

**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](http://www.himatsingka.com)



Members who have not updated their email address with the Company/ RTA are requested to update their email address with their Depository Participants (in case of Demat holding) or by sending duly filled in Form ISR-1 alongwith the supporting documents to RTA (in case of Physical shares). Form ISR-1 can be downloaded from the Company's website at [www.himatsingka.com](http://www.himatsingka.com) as well as from the Kfintech website at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

The Company has engaged the services of RTA 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 Thursday, February 01, 2024 at 9:00 A.M. (IST) and shall end on Friday, March 01, 2024 at 5:00 P.M. (IST). In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at <https://ris.kfintech.com/faq.html> or contact RTA at Tel no. 1800 309 4001 (toll free).

This Postal Ballot Notice will also be available on the Company's website at [www.himatsingka.com](http://www.himatsingka.com) and on the website of RTA at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

The Board of Directors of the Company have appointed Mr. CS Pramod S, Practicing Company Secretary having Membership No. A36020 and CP No. 13335, failing which CS Shreyas Dwaraki, Practicing Company Secretary having Membership No. F11953 and CP No. 26529 as the Scrutinizer to scrutinize the postal ballot process including votes cast through remote e-voting in a fair and transparent manner.

The results of the Postal Ballot alongwith the Scrutinizer's Report will be declared on or before Tuesday, March 05, 2024 and the same shall be disseminated to the Stock Exchanges, where equity shares of the Company are listed. The Postal Ballot Result alongwith the Scrutinizer's Report will also be placed on the Company's website at [www.himatsingka.com](http://www.himatsingka.com) and the website of RTA at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

The above is for your information and records.

Thanking you,

Yours faithfully,

**For Himatsingka Seide Limited**

**Shrikant Himatsingka**  
**Executive Vice Chairman &**  
**Managing Director**  
**(DIN: 00122103)**

Encl: As above

## 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 of Postal Ballot (“**Notice**”) is hereby given to the Members of Himatsingka Seide Limited (“**the Company**”) pursuant to Section 110 read with 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 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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the “**MCA Circulars**”), to transact the special business as set out hereunder by way of postal ballot through remote e-voting only.

Pursuant to Section 102, 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 Notice.

In compliance with the MCA Circulars, the Company is sending notice only by email to all its members who have registered their email addresses with the Company or depository or depository participants and whose name appear in the Register of Members/ List of Beneficial Owners of the Company as on **Friday, January 26, 2024 (i.e. “Cut-off date”)**.

Hard copy of Postal Ballot Notice along with Postal Ballot Forms will not be sent to the members and hence members can vote only through the remote e-voting process. In case e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

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 e-voting are appended to this notice. The Notice is also available on the website of the Company at [www.himatsingka.com](http://www.himatsingka.com) and on the website of KFin at <https://evoting.kfintech.com/>.

Members are requested to record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice. Remote e-voting period will commence on **Thursday, February 01, 2024 at 9:00 a.m. (IST)** and shall end at **5:00 p.m. (IST) on Friday, March 01, 2024**. During this period, Members of the Company, holding shares as on the cut-off date, i.e Friday, January 26, 2024, may cast their vote electronically. The remote e-voting facility will be disabled by KFin immediately thereafter.

The Board of Directors of the Company have appointed CS Pramod S, Practicing Company Secretary (Membership Number: A36020 and COP: 13335), failing which CS Shreyas Dwaraki, Practicing Company Secretary (Membership Number: F11953 and COP: 26529) as the Scrutinizer for conducting the postal ballot exercise (e-voting process) in a fair and transparent manner.

The results of e-voting shall be declared on or before 2 working days from the conclusion of e-voting process and will be displayed along with the Scrutinizer Report at the Registered Office of the Company, website of the Company and at website of Stock Exchanges and KFin.

The proposed resolutions, if approved will be taken as having duly passed on the last date specified for e-voting i.e. **Friday, March 01, 2024**.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1**

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

#### **RAISING OF FUNDS BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT.**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended and other applicable rules made thereunder (including any

statutory modification(s) or re-enactment thereof for the time being in force) (the “**Companies Act**”) and subject to such approvals, permissions, consents and sanctions as may be necessary from, and under the rules, regulations, guidelines issued by, the Government of India (“**GOI**”), the Reserve Bank of India (“**RBI**”), Ministry of Finance (Department of Economic Affairs), Ministry of Corporate Affairs and all other Ministries/ Departments of the Government of India, Securities and Exchange Board of India (“**SEBI**”), BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”), the (“**Stock Exchanges**”) and/ or any other competent authorities, and such other approvals, permissions, consents and sanctions as may be necessary in terms of the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) and the rules and regulations framed thereunder as amended, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), each as amended from time to time, the uniform listing agreement entered into by the Company with the Stock Exchanges on which the equity shares (having face value of Rs.5/- each) (“**Equity Shares**”) of the Company are listed and the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the rules, regulations and guidelines issued by the GOI, RBI, SEBI, Stock Exchanges and any other competent authorities (herein after referred to as “**Applicable Regulatory Authorities**”) and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard including the lenders and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution thereof), consent of the Shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot, such number of fully paid-up Equity Shares and/ or any security convertible into Equity Shares with or without voting/ special rights and/ or securities linked to Equity Shares and/ or non-convertible instruments and/ or any other instruments and/ or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the “**Securities**”) or any combination of the Securities, in one or more tranches, denominated in Rupee/ foreign currency, in the course of domestic and/ or international offering(s) in one or more foreign markets through one or more Qualified Institutions Placements (“**QIP**”), through issue of an preliminary placement document, placement document and/ or other permissible/ requisite offer document to any eligible person, including Qualified Institutional Buyers (“**QIBs**”) as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI ICDR Regulations or otherwise, and/ or to any person including resident or non-resident investors (whether institutions, body corporates, mutual funds, trusts and/ or individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors (other than individuals, corporate bodies and family offices), qualified foreign investors, insurance companies, pension funds, Foreign Institutional Investors, Indian and/ or Multilateral Financial Institutions, Non-Resident Indians, 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, in consultation with the lead managers, for an aggregate consideration up to Rs.400 Crores (Rupees Four Hundred Crores Only) (inclusive of such premium as may be fixed on such Securities), by offering such Securities at such time or times, at such price or prices (payable in cash or kind or in exchange of/ upon conversion of existing Securities), at a discount or premium to the market price or prices permitted under applicable laws, with authority to retain oversubscription up to such percentage as may be permitted (within the aggregate limit of up to Rs.400 Crores), in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in 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 all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers and/ or other advisors, or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares to be issued and allotted, fixing of record date or book closure, if required and matters connected therewith, as the Board in its absolute discretion may deem fit and appropriate, in each case, subject to the applicable laws.”

“**RESOLVED FURTHER THAT** pursuant to the abovementioned resolution in relation to the issue and allotment of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations):

- a) the allotment of Eligible Securities shall only be to successful eligible QIBs as defined in the SEBI ICDR Regulations;
- b) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within a period of 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and/ or applicable and relevant laws/ guidelines, from time to time;

- c) the Equity Shares issued and allotted or allotted upon conversion of such Eligible Securities shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company as may be provided under the terms of the QIP and in accordance with the placement document(s) and the memorandum and articles of association of the Company;
- d) the Eligible Securities to be offered and allotted shall be in dematerialised form and shall be allotted on fully-paid up basis;
- e) the Eligible Securities allotted shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- f) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- g) the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;
- h) the tenure of the Convertible Securities issued through QIP shall not exceed 60 months or such other period permitted under law, from the date of allotment;
- i) minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations;
- j) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the QIP of Equity Shares, subsequent to the receipt of shareholders' approval in terms of provisions of the Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- k) in the event that convertible securities and/ or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible instruments to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible instruments or the date on which the holders of such convertible securities become entitled to apply for Equity Shares;
- l) any issue of Eligible Securities shall be at such price which is not less than the price determined in accordance with the applicable provisions of Regulation 176 provided under Chapter VI of the SEBI ICDR Regulations and applicable law (the "**QIP Floor Price**"). The Board may in its discretion, in accordance with applicable law and in consultation with the lead managers appointed for the QIP, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the QIP Floor Price;
- m) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
- n) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions and
- o) the Credit Rating Agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed."



**“RESOLVED FURTHER THAT** Mr. D. K. Himatsingka, Executive Chairman, Mr. Shrikant Himatsingka, Executive Vice Chairman & Managing Director, Mr. Shanmuga Sundaram, Executive Director - Manufacturing Operations (Group), Mr. M. Sankaranarayanan, President – Finance & Group CFO, be and are hereby severally authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors, escrow agents, monitoring agency and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board or Securities Committee or any Committee authorised by the Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, the offer document, preliminary placement document or placement document, or other requisite offer document in terms of applicable law for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, monitoring agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications, as applicable (including those to be filed with the regulatory authorities, if any) (the **“Transaction Documents”**) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the **“Ancillary Documents”**) as may be necessary or required for the aforesaid purpose including to sign and/ or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.”

**“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 or Securities Committee or any Committee authorised by 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-organization or restructuring.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board or Securities Committee or any Committee authorised by Board be and is hereby authorised to determine the form, terms and timing of the issue(s) of Securities, including the class of the Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/ conversion of Securities/ exercise of warrants/ redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/ or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s) of Securities.”

**“RESOLVED FURTHER THAT** Securities Committee or any Committee authorised by Board be and is hereby authorised to sign and execute such letters, deeds, documents, writings, etc. and to do all such acts, deeds, matters and things as might be required in connection with the issue of the Securities which in the opinion of the said Committee ought to have been done, executed and performed in relation to issue of the Securities as aforesaid and the matters incidental and ancillary thereto as duly and effectually as the Board could have done without further reference to the Board.”

## **ITEM NO. 2**

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

### **INCREASE IN AUTHORIZED SHARE CAPITAL**

**“RESOLVED THAT** pursuant to the provisions of Sections 61 and other applicable provisions, if any, of the Companies Act, 2013, and the rules thereto (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, consent of members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs. 67,00,00,000 (Rupees Sixty-Seven Crores Only) divided into 13,40,00,000 (Thirteen Crores and Forty Lakhs) Equity Shares having face value of Rs.5/- each

to Rs. 75,00,00,000 (Rupees Seventy-Five Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares having face value of Rs. 5/- each by creation of 1,60,00,000 (One Crore and Sixty Lakhs) Equity shares having face value of Rs. 5/- each ranking pari passu in all respect with the existing Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** any one of the Executive Directors and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

### **ITEM NO. 3**

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

#### **ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

“**RESOLVED THAT** in view of the proposed increase in share capital and pursuant to the provisions of section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules thereto (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, consent of members be and is hereby accorded for alteration of capital clause of the Memorandum of Association of the Company in the following manner i.e. Clause V of the Memorandum of Association shall be henceforth read as under:

V. “The Authorised Share Capital of the Company is Rs. 75,00,00,000 (Rupees Seventy-Five Crores Only) divided into 15,00,00,000 (Fifteen Crores) equity Shares of Rs.5/- (Rupees five) each. The company has power from time to time to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.”

“**RESOLVED FURTHER THAT** any one of the Executive Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

### **ITEM NO. 4**

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

#### **APPOINTMENT OF MR. RAVI KUMAR (DIN: 02362615) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152, 161 read with schedule IV and other applicable provisions of the Companies Act, 2013 (“**Act**”) (including any statutory modifications or re-enactment thereof for the time being in force), rules framed thereunder, Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Article 83 of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ravi Kumar (DIN: 02362615) who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from January 25, 2024 and 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 in respect of whom the company has received a notice in writing from a member under section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from January 25, 2024 to January 24, 2029.”

“**RESOLVED FURTHER THAT** any one of the Executive Directors and the Company Secretary of the Company be and are severally authorized to file the necessary returns with the Ministry of Corporate Affairs and to do all such acts, deeds or things which are necessary to give effect to the above said resolution.”

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

Place: Bangalore  
Date: January 25, 2024

By order of the Board  
For Himatsingka Seide Limited

**Shrikant Himatsingka**  
**Executive Vice Chairman &**  
**Managing Director**  
**(DIN: 00122103)**

**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) Additional information, pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, Schedule V of the Act and Regulation 36 of the SEBI Listing Regulations, in respect of Directors seeking appointment through Shareholder's resolution are also enclosed to the Notice.
- 3) In terms of the provisions of Companies Act, 2013, read with Rules made thereunder and guidelines provided vide the MCA Circulars and in compliance with SEBI Listing Regulations, 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 Friday, January 26, 2024 ("Cut- Off Date") and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants (in case of electronic shareholding). Hence, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
- 4) 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. 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. 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 [www.himatsingka.com](http://www.himatsingka.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of KFin Technologies Limited ("KFin") at <https://evoting.kfintech.com>.
- 5) The Company has engaged the services of KFin for the purpose of providing remote e-voting facility to its members. The Company is offering only Remote E-voting facility to its members to enable them cast their vote. A Member has to carefully follow the instructions as given for e-voting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
- 6) The remote e-voting shall commence on Thursday, February 01, 2024 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Friday, March 01, 2024. 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. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 7) The Board of Directors of the Company have appointed CS Pramod S, Practicing Company Secretary (Membership Number: A36020 and COP: 13335), failing which CS Shreyas Dwaraki, Practicing Company Secretary (Membership Number: F11953 and COP: 26529) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.
- 8) 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, March 05, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
- 9) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.himatsingka.com](http://www.himatsingka.com) and on the website of stock exchanges, i.e., BSE Limited and National Stock Exchange of India Limited - [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin – <https://evoting.kfintech.com>. The results shall also be displayed on the notice board at the Registered Office of the Company.
- 10) 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 e-voting i.e. Friday, March 01, 2024.
- 11) Members desiring of inspecting any documents referred to in the notice or statement may send their request to at [investors@himatsingka.com](mailto:investors@himatsingka.com) from their registered email address mentioning their names, folio number, DP ID/ Client ID during the voting period.
- 12) The vote in the Postal Ballot cannot be exercised through Proxy.
- 13) Further, Members who have not updated their email address with the Company/ RTA are requested to update their email address with their Depository Participants (in case of Demat holding) or by sending duly filled in Form ISR-1 alongwith the supporting documents to KFin (in case of Physical shares). Form ISR-1 can be downloaded from the Company's website at [www.himatsingka.com](http://www.himatsingka.com) as well as from the KFin website at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
- 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 [pramod@inqui.in](mailto:pramod@inqui.in) with a copy marked to [investors@himatsingka.com](mailto:investors@himatsingka.com).



- 15) To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFinTech by submitting the ISR Forms or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: Himatsingka Seide Limited] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

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

Place: Bangalore  
Date: January 25, 2024

By order of the Board  
For Himatsingka Seide Limited

**Shrikant Himatsingka**  
**Executive Vice Chairman &**  
**Managing Director**  
**(DIN: 00122103)**

### **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 4 mentioned in the accompanying Notice.

#### **Item No. 1:**

#### **RAISING OF FUNDS BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT.**

The Board of Directors (the “**Board**”) of the Company at its meeting held on January 25, 2024 considered and approved resolution for raising of capital by issuing securities for an amount not exceeding Rs. 400 Crores. This resolution enables the Company to create, offer, issue and allot fully paid-up equity shares of the face value of Rs. 5 each (“**Equity Shares**”) and/ or any security convertible into Equity Shares with or without voting/ special rights and/ or securities linked to Equity Shares and/ or non-convertible instruments and/ or any other instruments and/ or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the “**Securities**”, for an aggregate consideration up to Rs.400 Crores (including securities premium) in one or more tranches through one or more Qualified Institutions Placements (“**QIP**”). The Special Resolution also seeks to empower the Board to undertake a QIP with qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”). The Board (including a duly authorized committee thereof) may at its discretion adopt the mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising the funds, without the need for fresh approval from the shareholders.

The price at which Securities shall be allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the SEBI ICDR Regulations. The Board (including a duly authorized committee thereof) may, at its absolute discretion, decide the pricing for the Equity Shares to be issued upon exercise of the warrants in the qualified institutions placement, subject to SEBI ICDR Regulations.

This enabling special resolution seeks to empower the Board (including a duly authorised committee thereof) to issue Securities as contemplated in the resolution set out above. The pricing of the Securities shall be in accordance with the provisions of SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines.

The proposed QIP may result in the issuance of Equity Shares to investors who may not be the shareholders of the Company. Therefore, consent of the shareholders is being sought by passing a special resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

The Board (including a duly authorized committee thereof) in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e., not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the “**Relevant Date**”) (as defined below). The “**Relevant Date**”, in case of allotment of Equity Shares will be the date when the Board (including a duly authorized committee thereof) decides to open the QIP for subscription.

The allotment of Equity Shares shall be completed within 365 days from the date of resolution passed by the shareholders.

The Equity Shares allotted shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The Directors, the Promoters/Promoter Group Entities, the Key Managerial Personnel, Senior Management of the Company and any person related to the Promoters of the Company, would not subscribe to the Equity Shares, directly or indirectly, if made under Chapter VI of SEBI ICDR Regulations.

### **Objects of the issue**

The proceeds from the issue of Securities are earmarked in a manner that up to 75% of the amount received, net of expenses would be utilised for repayment or prepayment of debt availed by the Company and/ or its Subsidiaries and remaining 25% of the amount received, net of expenses would be utilised for general corporate purposes which shall include but shall not be restricted to meeting fund requirements which the Company may face in the ordinary course of business, any additional capital expenditure, strategic initiatives, joint ventures or acquisitions, investment in the subsidiaries, meeting working capital requirements of the Company incurred in the ordinary course of business, meeting exigencies and other expenses and any other purpose as may be approved by the Board or a duly authorized committee from time to time. Depending upon future circumstances and in terms of NSE Circular No. NSE/ CML/2022/56 and BSE Circular No. 20221213-47 each dated December 13, 2022, in case, it is difficult to quantify the exact amount of fund to be used, there may be a deviation of +/- 10% of the amount specified for repayment or prepayment of debt availed by the Company and/ or its Subsidiaries, as the objects are based on management estimates and other commercial and technical factors.

The Net Proceeds are expected to be deployed by or before Fiscal Year 2025. The details for deployment of funds will be specifically mentioned in the preliminary placement document/ placement document or other requisite offer document in terms of applicable circulars of BSE and NSE, in this regard.

Pending utilisation of the proceeds from the QIP, the Company shall invest such proceeds in money market instruments including debt mutual funds, deposits in scheduled commercial banks or in short-term debt or long-term debt or such other methods as per applicable law and other instruments in accordance with the Board.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Securities of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. The consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects *pari-passu* with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

The Board believe that the issue of Securities of the Company is in the interest of the Company and therefore recommend passing of the Special Resolution in the matter. In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.1 of the accompanying Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise, in this resolution.

### **Item No. 2:**

#### **INCREASE IN AUTHORIZED SHARE CAPITAL**

The present Authorised Share Capital of the Company is Rs. 67,00,00,000 (Rupees Sixty-Seven Crores Only) divided into 13,40,00,000 (Thirteen Crores and Forty Lakhs) Equity Shares of Rs.5/- each.

On account of anticipated further issue of securities with a view to raise funds, the Board at its meeting held on January 25, 2024 had considered and approved increase in Authorised Share Capital of the Company.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares. The Company is empowered by Article 48 of the Articles of Association to do so.

It is proposed to increase the Authorised Share Capital of the Company from Rs. 67,00,00,000 (Rupees Sixty-Seven Crores Only) divided into 13,40,00,000 (Thirteen Crores and Forty Lakhs) Equity Shares having face value of Rs.5/- each by addition of 1,60,00,000 (One Crores and Sixty Lakhs) Equity Shares having face value of Rs.5/- each to Rs. 75,00,00,000 (Rupees Seventy-Five Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares having face value of Rs. 5/- each. These shares shall rank pari-passu with the existing Equity Shares in all respects.

The above-mentioned increase in the Authorised Share Capital of the Company will require approval of the Members. The Board of Directors recommend the resolutions at item no. 2 to be passed as an Ordinary Resolution(s).

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise, in this resolution.

### **Item No. 3:**

#### **ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

In view of increase in the Authorised Share Capital of the Company, capital clause of the Memorandum of Association of the Company needs to be altered.

The pursuant to Section 13 of the Companies Act, 2013 alteration in capital clause of Memorandum of Association of the Company will require approval of the Members.

The Capital clause of the Memorandum of Association of the Company shall be altered in the following manner: Clause V of the Memorandum of Association shall be henceforth read as under:

V. "The Authorised Share Capital of the Company is Rs. 75,00,00,000 (Rupees Seventy-Five Crores Only) divided into 15,00,00,000 (Fifteen Crores) equity Shares of Rs.5/- (Rupees five) each. The company has power from time to time to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being."

The Board of Directors recommends the resolutions at item no. 3 to be passed as an Ordinary Resolution.

The draft of the Altered Memorandum of Association of the Company 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](mailto:investors@himatsingka.com) from the date of dispatch of the Notice till the last date for voting.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise, in this resolution.

### **Item No. 4:**

#### **APPOINTMENT OF MR. RAVI KUMAR (DIN: 02362615) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors had at its meeting held on January 25, 2024 based on the recommendation of the Nomination and Remuneration Committee ("NRC") approved the appointment of Mr. Ravi Kumar as an Additional Director in the capacity of Non-Executive Independent Director of the Company.

Members' approval by way of Special Resolution is sought for appointment of Mr. Ravi Kumar as an Independent Director of the Company for a period of five years with effect from January 25, 2024.

In the opinion of the Board, Mr. Ravi Kumar is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and SEBI Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company. Brief Profile of Mr. Ravi Kumar is presented below in tabular form for perusal by the members.

The Company has received requisite consents and declarations from Mr. Ravi Kumar with respect to his appointment as an Additional Director in the capacity of Independent Director. 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. Ravi Kumar 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. In accordance with the provisions of Section 149 read with Schedule IV to the Act, Mr. Ravi Kumar would not be liable to retire by rotation during his current term commencing from January 25, 2024 to January 24, 2029.

The terms and conditions of appointment of Mr. Ravi Kumar 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](mailto:investors@himatsingka.com).

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ravi Kumar, to whom the resolution relates, are concerned or interested financially or otherwise, in this resolution.

#### **DETAILS OF DIRECTORS SEEKING 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]

<b>Name</b>	Mr. Ravi Kumar
<b>DIN</b>	02362615
<b>Age (Years)</b>	62
<b>Initial date of appointment on the Board</b>	January 25, 2024
<b>Brief Resume including Qualifications &amp; Experience</b>	<p>Mr. Ravi Kumar is a Certified Associate of Indian Institute of Bankers (CAIIB) and has completed his MBA in Financial Management. He has also pursued Master of Arts in Public Administration and Bachelor of Arts in Economics.</p> <p>Mr. Ravi Kumar, a seasoned banker with 30+ years of experience has deep expertise across Corporate Banking, project finance, credit delivery, Credit Monitoring, risk assessment &amp; risk mitigation, stress asset management.</p> <p>He was part of the top management of IDBI Bank Ltd. ("IDBI") till April 2021 and was managing portfolio of large/mid corporate group. The role included leading, strategizing, directing, controlling, monitoring and overseeing all facets of the large corporate portfolio of the Bank. During his long stint with IDBI, he has worked in various leadership positions with IDBI and handled relationships of various large groups, sectors and industries. He has also managed the Bank's overseas Branch as the Chief Executive Officer.</p>
<b>Nature of Expertise in specific functional areas</b>	Corporate Banking, project finance, risk management and stress asset management.
<b>Terms and conditions of appointment/ re-appointment including remuneration sought to be paid</b>	As per the appointment letter
<b>Shareholding in the Company as on date of Notice including as a beneficial owner</b>	NIL
<b>Inter-se Relationships between Directors, Managers and KMP</b>	NIL
<b>Number of Board Meetings attended during the Financial Year</b>	NIL

<b>Other Companies in which he is a director</b>	Uttam Sugar Mills Limited
<b>Chairperson/ Membership of the Committee(s) of Board of Directors of the other Company</b>	NIL
<b>Listed Entities from which the person has resigned in the past three years</b>	NIL
<b>Skills and Capabilities required for the role and manner in which the Independent Director meets such requirements</b>	Banking & Finance, Risk management, Corporate Strategy

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

Place: Bangalore  
Date: January 25, 2024

By order of the Board  
For Himatsingka Seide Limited

**Shrikant Himatsingka**  
**Executive Vice Chairman &**  
**Managing Director**  
**(DIN: 00122103)**



**INSTRUCTIONS FOR E-VOTING:**

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

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

**A. Login method for Individual shareholders holding securities in Demat mode is given below:**

<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a></li> <li>2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>4. Click on Company name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Proceed with completing the required fields.</li> <li>4. Follow steps given in points A.</li> </ol> <p><b>C. Alternatively, by directly accessing the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>2. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>5. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p><b>A. Existing user who has opted for Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://web.cdslindia.com/myeasi/blue/login">https://web.cdslindia.com/myeasi/blue/login</a> or URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>2. Click on New System Myeasi.</li> <li>3. Login with your registered user ID and Password.</li> <li>4. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>5. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>2. Proceed with completing the required fields.</li> <li>3. Follow the steps given in point A.</li> </ol> <p><b>C. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>2. Provide your Demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</li> </ol>

Individual Shareholder (holding shares in demat form) login through their demat accounts/ Website of Depository Participant	<p>1. You can also login using the login credentials of your Demat account through your DP registered with NSDL/ CDSL for e-Voting facility.</p> <p>2. 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.</p> <p>3. 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 during the remote e-Voting period without any further authentication.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login method for remote e-voting for shareholders other than individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

1. 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 and type the URL: <https://evoting.kfintech.com> in the address bar.
  - ii. Enter the login credentials i.e. User ID and password as mentioned in your e-mail. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes. In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7839, followed by folio number.
  - iii. After entering the details appropriately, click on “LOGIN”.
  - iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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 not to share your password with any other person and 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 EVENT i.e. 7839 (Himatsingka- Postal Ballot) and click on “Submit”.
  - vii. On the voting page, the number of shares (which represents the number of votes) held by you 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 account.
  - 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”.

- xii. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF format) of the Board Resolution/ Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [pramod@inqui.in](mailto:pramod@inqui.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Himatsingka Seide Limited\_7839."
2. Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

**Procedure for Registration of email and Mobile: securities in physical mode**

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

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

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

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

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

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

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

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