

# NOTICE

NOTICE IS HEREBY GIVEN THAT the Thirty Second Annual General Meeting of the Company will be held, as scheduled below:

Day : Saturday  
Date : September 23, 2017  
Time : 2.00 p.m.  
Place : The LaLIT Ashok, Bengaluru

To transact the following business:

## As Ordinary Business:

1. To consider and adopt the financial statements (including consolidated financial statements) of the Company for the Financial Year ended March 31, 2017 and Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend of INR 2.50 per equity share for the financial year ended March 31, 2017.
3. To elect a Director in place of Mr. D.K. Himatsingka (DIN: 00139516), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this connection, to consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. BSR & Co., LLP, Chartered Accountants, Bengaluru (Registration No:101248W/W-100022) be and is hereby appointed as Statutory Auditors of the Company in place of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 37th Annual General Meeting and the Board of Directors of the Company be and is hereby authorized to fix their remuneration, plus GST and out-of-pocket expenses payable to them."

## As Special Business:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  

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

  - a) subject to the relevant provisions of the Memorandum and Articles of Association of the Company;
  - b) subject to the requirements of the Listing Agreement entered into by the Company with the Stock Exchanges read with SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.
  - c) subject to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), as amended, and all applicable regulations framed and notifications issued thereunder;
  - d) subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI Regulations), as applicable; including the Regulations for Qualified Institutions Placement prescribed in Chapter VIII thereof;
  - e) pursuant to all other applicable rules, regulations, circulars, notifications, guidelines issued by the Government of India, Ministry of Finance, the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and all other governmental or regulatory bodies in India;
  - f) subject to obtaining and compliance with all necessary approvals, consents, permissions and /or sanctions, as applicable from Government of India (GOI), Ministry of Finance, Ministry of Commerce and Industry, the Foreign Investment Promotion Board (FIPB), RBI, SEBI, relevant Stock Exchanges whether in India or overseas, all other appropriate regulatory and governmental authorities whether in India or overseas, any institutions, lenders and any other third parties and subject to such conditions and modifications as may be prescribed by any of them whilst granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee(s) constituted or to be constituted for the purpose of any offering(s) to be made by the Company in pursuance of this Resolution);

consent of the Members/Company be and is hereby accorded to the Board to create, offer, issue and allot: i) in the course of one or more domestic offering(s), and /or ii) in the course of one or more international offering(s), in one or more foreign markets such number of equity shares of the Company ("Equity Shares"), including those to be issued pursuant to Rights Issue, Qualified Institutions Placements (QIPs), Private Placement, Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs), and / or convertible bonds, debentures and /or any other securities fully or partly convertible into or exchangeable with Equity Shares and /or other securities convertible into Equity Shares at the option of the Company and /or the holder(s) of such securities and /or securities linked to Equity Shares and /or securities with or without detachable /non-detachable warrants and /or warrants with a right exercisable by the warrant holders to subscribe to Equity Shares and /or any instruments which would be converted into /exchanged with Equity Shares at a later date whether rupee denominated or denominated in any foreign currency, naked or otherwise, either in registered or bearer forms or any combination of the Equity Shares and securities, with or without premium or at Discount as the Board in its sole discretion may decide, whether secured by way of creating charge on the assets of the Company or unsecured (hereinafter collectively referred to as "the Securities"), in one or more tranches, with or without green shoe option, to any eligible person including but not limited to foreign, resident (whether institutions, incorporated bodies, Banks, Trusts, Insurance Companies, Mutual Funds and /or individuals or otherwise) Qualified Institutional Buyers, Foreign Institutional Investors, Indian and /or Multilateral Financial Institutions, Non-resident Indians, and /or other categories of investors whether they be holders of Equity Shares in the Company or not (collectively called as "Investors") who are eligible to acquire the Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals including those of the Government of India through public issue(s), right issue, qualified institutional placement, preferential issue(s), private placement(s) or any combination thereof, through prospectus, offer document, offer letter, offer circular, placement document, information memorandum, private placement memorandum or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc. as may be deemed appropriate by the Board in its discretion, for an aggregate amount, in one or more offering(s) and / or in one or more tranches, not exceeding an amount of ₹.400 Crores (Rupees Four Hundred Crores) inclusive of any premium, green shoe or over- allotment option, as may be approved by the Board, who shall have the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors and the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors, and wherever necessary, in consultation with Advisor(s), Lead Manager(s) and Underwriter(s).

RESOLVED FURTHER THAT approval be and is hereby accorded for borrowing/raising funds in INR/Foreign Currency by issue of debt instruments (including bonds, non-convertible debentures etc.), secured or unsecured, in one or more tranches (the "Debentures") by way of private placement or public issue or otherwise and as per the structure and within the limits permitted by RBI, MCA and other regulatory authorities from eligible investors of an amount not exceeding ₹ 200 Crores (Rupees Two Hundred Crores) during the period of one year from the date of passing of this resolution within the overall limit of ₹ 400 Crores (Rupees Four Hundred Crores) as aforesaid.

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

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

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), all such Equity Shares shall be subject to the provisions of the Memorandum and Articles of

Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects, except as may be provided under the terms of the issue and in the offer document, if any.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the pricing shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time.

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

RESOLVED FURTHER THAT such of the Securities to be issued and not subscribed may be disposed off by the Board to such persons and in such manner and on terms as the Board in its absolute discretion thinks fit in the best interest of the Company and as permissible at law.

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

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

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

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

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

"RESOLVED THAT in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as "**Listing Regulations**"), for the time being in force and other applicable provisions, and subject to necessary approvals from the Securities and Exchange Board of India ("**SEBI**"), stock exchanges on which the shares of the Company are listed ("**Stock Exchanges**") and other appropriate statutory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to reclassify the following persons (hereinafter individually & jointly referred to as the 'Applicants') from 'Promoter & Promoter Group' category of the Company to 'Public' category:

Sl. No.	Name of the Promoter
1.	Ajoy Kumar Himatsingka
2.	Leela Devi Himatsingka
3.	Aditya Himatsingka
4.	Ranjana Himatsingka
5.	Amitabh Himatsingka
6.	Anuradha Himatsingka
7.	Vikram Himatsingka

RESOLVED FURTHER THAT on approval of SEBI / Stock Exchanges, as the case may be, upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of the Listing Regulations and make necessary compliance, if any, with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable law.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the Stock Exchanges,

SEBI or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, whereby a document may be served on any member by the Company by sending it to him / her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member, fees in advance equivalent to the estimated actual expenses of delivery of the document(s), pursuant to any request made by the member for delivery of such document(s) to him / her, through a particular mode of services mentioned above provided such request along with requisite fees has been duly received by the Company at least one week in advance of the dispatch of documents by the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid matter."

Registered Office  
10/24, Kumara Krupa Road  
High Grounds  
Bengaluru-560 001  
Date: August 10, 2017

By order of the Board  
for **Himatsingka Seide Ltd.**,  
  
**Ashok Sharma**  
Company Secretary

#### NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF PAID UP SHARE CAPITAL OF THE COMPANY.**
- 2) Statement setting out material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") in respect of Item Nos. 5 to 7 of the Notice is annexed hereto.
- 3) The Register of members and share transfer books of the Company shall remain closed from September 16, 2017 to September 23, 2017 (both days inclusive).
- 4) Members desiring any information as regards accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- 5) Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (Seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund, established under Section 125 of the Companies Act, 2013. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company has sent notice to all the members whose dividends are lying unpaid/ unclaimed against their name for seven consecutive years or more.

Members are requested to note that as per Section 124 of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government. Therefore, the amount of unclaimed dividend upto financial years ended March 31, 2009 has been transferred to the IEPF. Unclaimed dividend for the financial year ended March 31, 2010 is due for transfer to IEPF in October 2017. Pursuant to IEPF rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the last AGM on the website of the Company ([www.himatsingka.com](http://www.himatsingka.com)) and also on the website of the Ministry of Corporate Affairs. Members may approach the IEPF authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Company Secretary for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company. The status of the dividends remaining unclaimed / unpaid with the respective due dates of transfer to IEPF is provided in the Corporate Governance report of the annual report.

- 6) Members are requested to notify immediately any change of name, address, bank details, e-mail address, contact numbers etc., to the Company/ Registrars (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).
- 7) The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.



- 8) 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, Karvy Computershare Private Limited quoting details of Folio No. If any shareholder requires the Annual Report and other documents in physical form, they are requested to inform the Company's RTA by sending e-mail to the following e-mail address **einward.ris@karvy.com** or sending a letter to the RTA.
- 9) The relevant documents referred in the Notice will be open for inspection by the members at the Registered Office of the Company during working days (except Saturdays, Sundays & Public Holidays) between 09.30 a.m. to 5.00 p.m upto September 23, 2017.
- 10) Additional information, pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking appointment/re-appointment at the Annual General meeting is enclosed as an Annexure to the Notice
- 11) Voting through electronic means:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided members with the facility to exercise their right to vote by electronic means through e-voting services provided by M/s Karvy Computershare Private Limited.
- 12) The instructions for e-voting are given in the enclosed e-voting instruction slip.

Registered Office  
10/24, Kumara Krupa Road  
High Grounds  
Bengaluru-560 001  
Date: August 10, 2017

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

**Ashok Sharma**  
Company Secretary

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### ITEM NO. 5

With a view to augment long term financial resources for funding its growth, meeting working capital requirements, reducing the debt of the company and/or for general corporate purposes, the Company proposes to raise an amount not exceeding INR 400 Crores (Rupees Four Hundred Crores). This amount will be raised by way of issue of further Equity Shares against either of Qualified Institutions Placements (QIPs), Right Issues, Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs), and / or convertible bonds, debentures and /or any other securities fully or partly convertible into or exchangeable with Equity Shares and /or other securities convertible into Equity Shares at the option of the Company and /or the holder(s) of such securities and /or securities linked to Equity Shares and /or securities with or without detachable /non-detachable warrants and /or warrants with a right exercisable by the warrant holders to subscribe to Equity Shares and /or any instruments which would be converted into /exchanged with Equity Shares at a later date (collectively "Securities").

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

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

The Board of Directors accordingly recommends the resolution set out in Item No. 5 of the notice as a Special Resolution

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

### ITEM NO.6

Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015') has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein.

The Company received a reclassification request dated August 9, 2017 ("Reclassification Request") from the following promoter group members of the Company forming part of the Ajoy Kumar Himatsingka Family (collectively, "AKH Family"), requesting reclassification as 'public shareholders':

Sl. No.	Name of the Promoter	No of Shares as on 10.08.2017	% of share holding
1.	Ajoy Kumar Himatsingka	201,007	0.2042
2.	Leela Devi Himatsingka	2,322,786	2.3592
3.	Aditya Himatsingka	3,182,850	3.2327
4.	Ranjana Himatsingka	660,260	0.6706
5.	Amitabh Himatsingka	1,000,000	1.0157
6.	Anuradha Himatsingka	1,133,100	1.1509
7.	Vikram Himatsingka	1,000,000	1.0157
	<b>Total</b>	<b>9,500,003</b>	<b>9.6489</b>

The Company was also intimated that AKH Family, which collectively holds 9.65% of the share capital of the Company, has entered into a Separation Agreement dated 9 August 2017 ("**Separation Agreement**") with the remaining members of the promoter group of the Company, forming part of Dinesh Kumar Himatsingka Family ("**DKH Family**").

The Board of Directors of the Company at their meeting held on August 10, 2017 considered the reclassification request as well as the separation agreement and approved reclassification of AKH Family from 'promoter group' to 'public shareholders' subject to approval of the shareholders of the Company and compliance with requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law.



As required, intimation was sent to the stock exchanges based on declaration received from the aforesaid members of the promoter group.

None of the members of the AKH Family, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert does not exceed 10% of the total share capital of the Company. The AKH Family currently does not have any special rights in the Company through formal or informal arrangements.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution in Item No. 6 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that Mr. D.K Himatsingka and Mr. Shrikant Himatsingka may be deemed to be concerned or interested in the resolution since the proposed outgoing Promoter Group members are related to them.

#### **ITEM NO:7**

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter-alia to the members of the Company. Further, proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommends the Ordinary Resolution at Item no. 7 of this Notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in anyway interested or concerned in this Resolution.

Registered Office  
10/24, Kumara Krupa Road  
High Grounds  
Bengaluru-560 001  
Date: August 10, 2017

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

**Ashok Sharma**  
Company Secretary

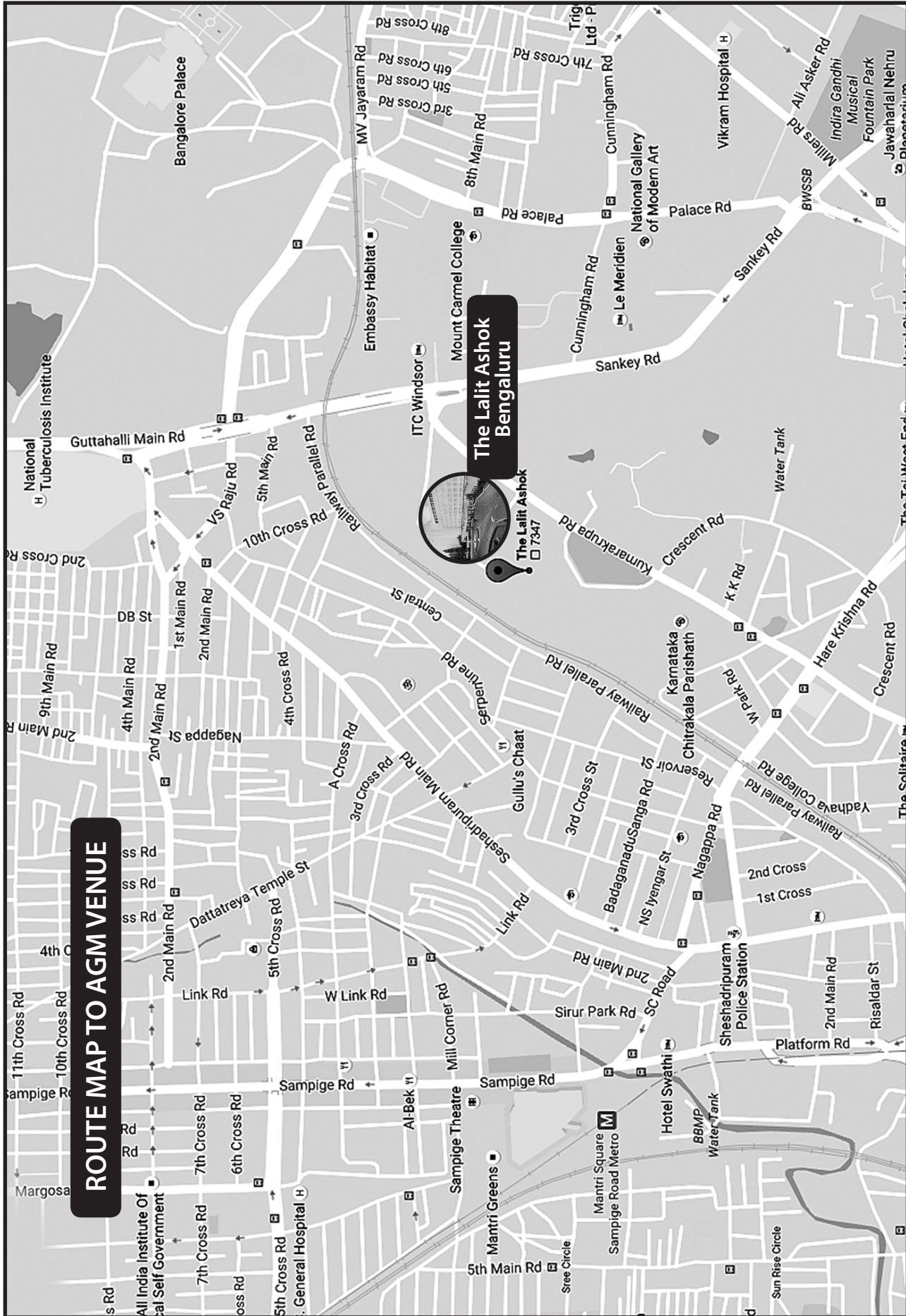
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#### **Additional Information on Director seeking election at the Annual General Meeting**

The following paragraphs provide biographical data about the Director seeking re-election or recommended for appointment as a Director.

**Mr. D.K. Himatsingka**, Age 68 is the founder and Executive Chairman of the Company and has been director of the Company since January 1985. He received a Bachelor of Arts from Calcutta University with honors in Economics. He is responsible for the overall management of the Company. Under his able leadership, the Company has grown from strength to strength. His visionary emphasis in style and designing of fabrics has led him to be known as an innovative producer of silk fabrics in the industry circles.

He is a member of the Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Finance & Investment Committee and Share Transfer Committee of the Board. He is a Director of Bihar Mercantile Union Ltd, Orient Silk Pvt Ltd, Himatsingka Wovens Pvt Ltd, Himatsingka Energy Pvt Ltd, Himatsingka Ventures Pvt Ltd, Himatsingka America Inc., USA, Twill & Oxford LLC, Dubai, Giuseppe Bellora Srl, Italy, Himatsingka Holdings NA. Inc., USA. Mr. D.K. Himatsingka holds 11,968,000 Equity shares in the Company. He has attended 8 Board meetings during F.Y 2016-17. His last drawn salary is ₹ 458.41 Lakhs.





## Himatsingka Seide Limited

*Registered Office:*

10/24 Kumara Krupa Road, High Grounds, Bengaluru-560 001  
CIN : L17112KA1985PLC006647

### PROXY FORM

(Form No. MGT-11)

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

Name of the member (s) .....

Registered Address: .....

E-mail id : .....

Folio No./ Client id : .....

DP ID: .....

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

Name: ..... Email: .....

Address: .....

..... Signature .....

Or failing him/ her

Name: ..... Email: .....

Address: .....

..... Signature .....

Or failing him/ her

Name: ..... Email: .....

Address: .....

..... Signature .....

as my/our proxy to vote for me/us on my/our behalf at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company to be held on September 23, 2017 and at any adjournment thereof in respect of resolutions as are indicated below:

Item no.	Resolution	Type of resolution (Ordinary/Special)	I assent to the resolution Please tick (✓)	I dissent from the resolution Please tick (✓)
<b>Ordinary business</b>				
1.	Adoption of financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2017 and Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	To declare Dividend for the financial year ended March 31, 2017	Ordinary		
3.	Re-appointment of Mr. D.K. Himatsingka (DIN: 00139516), Director retiring by rotation, who has offered himself for re-appointment	Ordinary		
4.	Appointment of Auditors of the Company	Ordinary		

Item no.	Resolution	Type of resolution (Ordinary/Special)	I assent to the resolution Please tick (✓)	I dissent from the resolution Please tick (✓)
<b>Special business</b>				
5.	Approval to create, offer, issue and allot securities of the Company	Special		
6.	To approve re-classification of promoters	Ordinary		
7.	Fees for delivery of any document through particular mode of delivery to a member	Ordinary		

Signed this ..... day of ..... 2017

Signature .....

Re.1/-  
Revenue  
Stamp

**Note:** This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

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## Himatsingka Seide Limited

*Registered Office:*

10/24 Kumara Krupa Road, High Grounds, Bengaluru-560 001  
CIN : L17112KA1985PLC006647

### ATTENDANCE SLIP

**AGM – September 23, 2017**

Registered Folio No .....

No. of shares .....

Or

DP ID No. ....

Client ID No. ....

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company

I hereby record my presence at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company at The LaLiT Ashok, Bengaluru

Member's / Proxy's name in BLOCK Letters: .....

Member's / Proxy's Signature: .....

Note : Please fill in this Attendance Slip and hand it over at the Entrance of the Meeting Hall.

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