



NOTICE

Notice is hereby given that the **40th Annual General Meeting (AGM)** of the members of the Company will be held on Tuesday, the 28th day of September, 2021 at 04.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") as per the detailed instructions stated hereinafter, to transact the following businesses:-

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements as at March 31st 2021, together with the Report of Auditors and Directors thereon.**
- 2. To appoint a Director in place of Mr. Manoj Kumar (DIN: 06872575), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

- 3. To re-appoint Mr. Surjit Singh (DIN: 07143372) as an Independent director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, basis of recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, **Mr. Surjit Singh (DIN: 07143372)** an Independent Director of the Company, whose term as an independent director expired on 13th November 2021 and who has submitted a declaration, to that effect that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom a notice in writing under Section 160 of the Act, as amended has been received in the prescribed manner, be and is, hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a further period of 5 (five) consecutive years w.e.f. 14th November 2021 upto 13th November, 2026.

RESOLVED FURTHER THAT Mr. Manoj Kumar, Director (DIN: 06872575) and Mrs. Laxmi Khatri, Company Secretary and Compliance Officer be and are hereby severally authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution."

- 4. To re-appoint Mr. Gian Chand Thakur (DIN: 07006447), as a Whole Time Director of the Company.**

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

"RESOLVED THAT pursuant to Provisions of Section 152, 196, 197, 198, 203 and Schedule V and all other provisions applicable, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other statutory approval if any, the Company hereby re-appoints Mr. Gian Chand Thakur (DIN: 07006447), as a Whole Time Director for a period of Five (5) years commencing from October 01st 2021 to September 30th 2026, with such remuneration as recommended by Nomination and Remuneration Committee as set out in the explanatory statement Item No. 4 appended hereto and forming part of this Notice and with liberty to the Board of Directors to alter, vary or modify the terms and conditions of the said re-appointment and / or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Gian Chand Thakur (DIN: 07006447), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Manoj Kumar, Director (DIN: 06872575) and Mrs. Laxmi Khatri, Company Secretary and Compliance Officer be and are hereby severally authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution."

**By Order of the Board
For Himachal Fibres Limited
Sd/-
(Laxmi Khatri)**

Company Secretary & Compliance Officer

Place: Ludhiana

Dated: August 14th 2021



Registered Office: Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh) Corporate Office: 8-L, Model Town, Backside Hotel Chevron Ludhiana-141002 (Punjab)	CIN: L17119HP1980PLC031020 Website: www.himachalfibre.com Email: hfl.corporate@gmail.com
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NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") with respect to the special business set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 in respect of Director seeking appointment / reappointment at the meeting is enclosed as Annexure to this Notice.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming 40th AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
4. The Members can join the 40th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at www.himachalfibres.com and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website Central depository Services (India) Limited at www.evotingindia.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their



AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

10. As the AGM shall be conducted through VC/OAVM, the Attendance Slip and the Route Map of the venue are not annexed to this Notice. Further, the facility of appointment of proxy by the Member is not available for the meetings held through VC/OAVM; hence the Proxy Form is not annexed to this Notice.
11. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/s authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at hfl.corporate@gmail.com
12. In accordance with, the General Circular No. 20/2020 dated 5 May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
13. The Register of Members and the Share Transfer Books of the Company shall remain closed from September 22nd 2021 to September 28th 2021 (both days inclusive).
14. Participation of members through VC/OAVM will be reckoned for the purpose of quorum of the AGM as per section 103 of the Act.
15. The Required Registers of the Companies Act shall be available for inspection of the Members of the Company from the date of Notice to till the conclusion of 40th Annual General Meeting. The Members may send request for the inspection by sending mail at hfl.corporate@gmail.com
16. Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar and Transfer Agent.
17. Voting through electronic means:
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
18. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not casted their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
19. Pursuant to SEBI circular, shareholders whose ledger folios do not have or have incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the details to the RTA/company for registration in their folio. The Companies Act, 2013, and rules made there under also require further details to be submitted to the Company like PAN, email address, father's/mother's/spouse's name and bank particulars. Members holding shares in electronic form are therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts.
20. Pursuant to SEBI circular, shareholders holding shares in physical form has mandated to convert their shares in dematerialization form for carried out the transfer of shares effective.
21. We urge members to support our commitment to the situation of COVID 19 & environmental protection by choosing their shareholding communication through email. You can do this by updating your email address with your depository participants/RTA.
22. Pursuant to the provisions of the Act, read with Companies (Significant Beneficial Owners) amendments Rules, 2019 ("the Rules") notified by the Ministry of Corporate Affairs on 08 February, 2019, an Individual, who acting alone or together, or through one or more persons or trusts, Body Corporates, HUF, Partnership firms, Investment vehicle, becomes a significant beneficial owner or where his/her significant beneficial ownership undergoes any change in Company, shall file declaration in prescribed forms with



the Company. The significant beneficial ownership for this purpose shall mean individually or together holding of 10% or more of the shares or voting rights in the Company. Therefore, if applicable, the Members are requested to file necessary declaration in BEN -1 with the Company. The aforesaid Rules and the relevant provisions of the Act with format are available at <http://ebook.mca.gov.in/default.aspx>. For any clarification the Members may contact the Company by writing an Email on hfl.corporate@gmail.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Saturday 25th September, 2021 at 09:00 A.M. and ends on Monday 27th September, 2021 at 05:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 27th August, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:



For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant “Himachal Fibres Limited”/ “Electronic Voting Sequence Number” of Himachal Fibres Limited.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; hfl.corporate@gmail.com or rajeev.bhambri@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at hfl.corporate@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at hfl.corporate@gmail.com These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hfl.corporate@gmail.com/beetalrta@gmail.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



Subject to the receipt of requisite number of Votes, the resolutions shall be deemed to be passed on the date of AGM i.e. September 28th 2021.

**By Order of the Board
For Himachal Fibres Limited
Sd/-**

(Laxmi Khatri)

Company Secretary & Compliance Officer

Place: Ludhiana

Dated: August 14th 2021

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

Item No. 3

Pursuant to the provisions of the Companies Act, 2013 (hereinafter referred to as the Act), the Directors of the Company appointed Mr. Surjit Singh (DIN: 07143372) as an Independent Director with effect from November 14th 2018 to holds office upto November 13th 2021. The Nomination and Remuneration Committee, have recommended the re-appointment of Mr. Surjit Singh (DIN: 07143372) as an Independent Director for a further period of 5 years from November 14th, 2021 to November 13th, 2026.

Mr. Surjit Singh (DIN: 07143372) is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as an Independent Director of the Company. As per the provisions of section 149 of the Act, an Independent Director shall be eligible for re-appointment by passing of a special resolution and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Surjit Singh (DIN: 07143372) that he meets criteria of independence as prescribed under section 149(6) of the Act and regulation 17 of the Listing Regulations. Mr. Surjit Singh (DIN: 07143372) aged 50 years and having rich experience of more than Twenty Two (22) years in business and management.

Brief resume of Mr. Surjit Singh (DIN: 07143372), nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / Chairmanship of the Board / Membership of Committee, shareholding and relationships between Directors inter se, as stipulated under the Listing Regulations are annexed to this notice. In the opinion of the Board, Mr. Surjit Singh (DIN: 07143372) fulfills the conditions specified in the Act and Rules made there under for his appointment as an Independent Director of the Company. A copy of the draft letter of re-appointment of Mr. Surjit Singh (DIN: 07143372) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. Keeping in view his vast experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Surjit Singh (DIN: 07143372) as an Independent Director. Save and except Mr. Surjit Singh (DIN: 07143372), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out at item No. 3 of the Notice. The Board recommends the passing of resolution as an Ordinary Resolution as set out at item No. 3 of the Notice.

Item No. 4

The members of the company appointed Mr. Gian Chand Thakur as a whole time director of the company vide 38th Annual General Meeting of the company for a period of Two (2) years as a whole time director at a remuneration of Rs. 60,000/- per month (Rupees Sixty Thousand Only) w.e.f. October 01st 2019 and in case of inadequacy or no profits any of the aforesaid period, the minimum remuneration payable not exceeding the limits prescribed in Schedule V of the Act as amended from time to time with the liberty to Board of Directors including any Committee thereof (the "board") to revise, amend, alter and vary the terms and condition of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and schedule V or any modification thereto and as may be agreed to by and between the board and Mr. Gian Chand Thakur.

Considering the recommendations of the Nomination and Remuneration Committee, the Board of Directors proposed this resolution before the Company for re-appointment of Mr. Gian Chand Thakur for a period of further five (5) years as a whole time director at a remuneration of Rs. 60,000/- per month (Rupees Sixty Thousand Only) w.e.f. October 01st 2021 and in case of inadequacy or no profits any of the aforesaid



period, the minimum remuneration payable not exceeding the limits prescribed in Schedule V of the Act as amended from time to time with the liberty to Board of Directors including any Committee thereof (the "board") to revise, amend, alter and vary the terms and condition of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and schedule V or any modification thereto and as may be agreed to by and between the board and Mr. Gian Chand Thakur.

The said remuneration has been approved by the Nomination & Remuneration Committee.

None of the Directors/ Key Managerial Personnel (KMP) of the Company/ their relatives except Mr. Gian Chand Thakur, being the appointee is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends the passing of resolution as a Special Resolution as set out at item No. 4 of the Notice.

Information pursuant to the Part II of the Schedule V to the Companies Act, 2013

GENERAL INFORMATION

1) Nature of Industry

The Company is engaged in the business of manufacturing of textile yarn such Synthetic yarn, Dyed yarn etc.

2) Financial Performance based on given indicators:-

(in Lakhs)

PARTICULARS	2020-21	2019-20	2018-19
Net Sales/Income	1518.50	4456.13	4914.24
Gross profit before interest and depreciation	(54.92)	279.00	579.44
Finance cost	333.43	312.54	357.82
Profit before depreciation and amortization- (Cash Profit)	(388.35)	(33.54)	221.62
Depreciation and Amortization	206.53	203.35	204.50
PBT before exceptional items	(594.88)	(236.89)	17.12
Exceptional items	0	0	0.00
Profit before Tax (PBT)	(594.88)	(236.89)	17.12
Provision for Tax- Current	0	0	3.29
Provision for Tax- Deferred	(91.04)	(6.79)	(27.33)
Profit after Tax	(503.84)	(230.10)	41.16
Other Comprehensive Income (Net of Tax)	15.18	5.79	17.89
Total Comprehensive Income	(488.66)	(224.31)	59.05

*Previous year figures have been regrouped and rearranged whenever necessary.

INFORMATION ABOUT THE APPOINTEE

Background details, Job profile and suitability

Mr. Gian Chand Thakur was born on April 20th 1972 in Nirmand (Kullu) and had his primary education in Himachal Pradesh. After completing his graduation in 1994, he joined the Textile industry with Auro Spinning Mills of Vardhman Group. Mr. Gian Chand Thakur is having Twenty Nine (29) years experience in the Textile Industry. He has rich experience in yarn manufacturing and specialized knowledge in the field of procurement of cotton, the main raw material and capital equipments at the Corporate Level. Mr. Gian Chand Thakur has been the Whole Time Director of the Company since October 2014 and proposed the reappointment w.e.f. October 01st 2021 to September 30th 2026 with remuneration of Rs. 60,000/- per month (Rupees Sixty Thousand Only) till the expiry of his term.

OTHER INFORMATION

a) Reasons of loss or inadequate profits:

Due to global slowdown, COVID-19 pandemic and present scenario of the country and other reasons beyond the control of management of the Company, the Company has no profits.

b) Steps taken or proposed to be taken for improvement:

The Company is taking steps towards the reduction of cost, introduction of value added products, better market penetration and improvement in realization.

c) Expected increase in productivity and profits in measurable terms:



The company has taken various initiatives to increase the productivity of the company. In return the profits will also increase, but are not measurable as the same is influenced by various factors such as market prices of dyed yarn, raw material and cost of various inputs.

The proposal outlined above is in the interest of the Company and the Board re-commends the resolution set out in the accompanying Notice as Ordinary resolution.

**By Order of the Board
For Himachal Fibres Limited**

Place: Ludhiana
Dated: August 14th 2021

Sd/-
(Laxmi Khatri)
Company Secretary & Compliance Officer

Information Pursuant to Regulation 36 of the Listing regulations and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI), regarding the Directors seeking appointment/re-appointment in the Annual General Meeting.

Re-appointment of Mr. Manoj Kumar, Mr. Surjit Singh & Mr. Gian Chand Thakur

Name of the Director	Mr. Surjit Singh	Mr. Gian Chand Thakur	Mr. Manoj Kumar
DIN	07143372	07006447	06872575
Date of Birth	08/02/1971	20/04/1972	07/04/1969
Date of Appointment	14/11/2018	12/11/2014	22/08/2016
Brief Resume & Expertise in specific functional area	He has experience of Twenty Two (22) years in the Business and Management	He has experience of Twenty Nine (29) years in the Industry and during his career in textile industry, he has worked with Auro Spinning Mills, Arihant Industries, Birla Textile Mill, Indian Yarn Ltd.	Industrial & Business Experience of more than Nineteen (19) Years
Board meetings held & attended during FY 2020-21	Held Five (5) and attended Five (5)	Held Five (5) and attended Five (5)	Held Five (5) and attended Five (5)
No. of Shares in the company	NIL	NIL	NIL
Qualification	Matric	P.G. (Public Administration)	Under Graduate
Directorships of other Listed Companies	NIL	NIL	NIL
Chairmanship / Membership of Committees of other Listed Companies	NIL	NIL	NIL
Relationship with other Directors	Not related to any director	Not related to any director	Not related to any director
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Appointment as a Non-Executive Independent Director for a period of Five (5) years not liable to retire by rotation. Sitting fee paid during the last financial year is Rs. 0.1 Lac. Sitting fee sought to be paid for attending the Board of Director and/or Committees meeting.	Terms and condition of re-appointment including remuneration are forming part of the resolution set out at item no. 4 of this notice. Remuneration Last drawn is Rs. 7.20 Lac during the last financial year.	Appointment as a Non-Executive Director liable to retire by rotation. Sitting fee paid during the last financial year is Rs. 0.1 Lac. Sitting fee sought to be paid for attending the Board of Director and/or Committees meeting.
Justification for choosing the appointees for appointment as Independent Directors	Due to his expertise in the above mentioned area.	N.A.	N.A.