

**NOTICE**

Notice is hereby given that the 38<sup>th</sup> **Annual General Meeting (AGM)** of the members of the Company will be held on Friday, the 27<sup>th</sup> day of September, 2019 at 11.00 a.m. at the Registered Office of the Company situated at Plot No. 43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh) to transact the following business:-

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements as at March 31<sup>st</sup> 2019, together with the Report of Auditors and Directors thereon.**
- 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:**

- To 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 an Ordinary 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, Mr. Surjit Singh (DIN: 07143372) who was appointed as an Additional Director (Non- Executive, Independent) by the Board of Directors with effect from November 14<sup>th</sup> 2018 and who holds the said office pursuant to the provisions of section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of three (3) consecutive years i.e. upto November 13<sup>th</sup> 2021.

**RESOLVED FURTHER THAT** Mr. Manoj Kumar, Director (DIN: 06872575) and Miss 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.”
- To appoint Mr. Pawan Nagpal, (DIN: 02911054) as an Independent director of the Company.**  
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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, Mr. Pawan Nagpal, (DIN: 02911054) who was appointed as an Additional Director (Non- Executive, Independent) by the Board of Directors with effect from April 01<sup>st</sup> 2019 and who holds the said office pursuant to the provisions of section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of One (1) year i.e. upto March 31<sup>st</sup> 2020.

**RESOLVED FURTHER THAT** Mr. Manoj Kumar, Director (DIN: 06872575) and Miss 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.”
- 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 an Ordinary 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 Two (2) years commencing from October 01<sup>st</sup> 2019 to September 30<sup>th</sup> 2021, with such remuneration as recommended by Nomination and Remuneration Committee as set out in the explanatory statement Item No.5 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 Miss 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 14<sup>th</sup> 2019

<p><b>Registered Office:</b> Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh) <b>Corporate Office:</b> 8-L, Model Town, Backside Hotel Chevron Ludhiana-141002 (Punjab)</p>	<p><b>CIN: L17119HP1980PLC031020</b> <b>Website: <a href="http://www.himachalfibre.com">www.himachalfibre.com</a></b> <b>Email: <a href="mailto:hfl.corporate@gmail.com">hfl.corporate@gmail.com</a></b></p>
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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. A member entitled to attend and vote at the Annual General Meeting (AGM), is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a Member. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from September 21<sup>st</sup> 2019 to September 27<sup>th</sup> 2019 (both days inclusive).
4. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However members, holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
5. Members are requested to bring their attendance slip along with their copies of the Annual Report to the Meeting.
6. Members desiring any information, as regards Accounts, are requested to write to the Company at its Corporate Office at: 8-L, Model Town, Backside Hotel Chevron, Ludhiana - 141002 (Punjab) at least Seven (7) days before the date of Annual General Meeting so as to enable the management to keep the information ready.
7. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M.
8. 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.
9. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars allowing Companies to send official documents to their members electronically.  
In support of the Green Initiative, your Company proposes to send the documents like Notice calling the Annual General Meeting and Annual Report containing Financial Statements and Directors' Report etc and other communications in electronic form.  
The Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar & Transfer Agent, BEETAL Financial & Computer Services Pvt Ltd., New Delhi (in case of shares held in physical form)
10. The Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their mail addresses, physical copies of the Annual Report 2018-19 are being sent by permitted mode.
11. 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).
12. 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 thereunder 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.
13. 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.
14. The Annual Report of the Company, circulated to the Members of the Company, will be made available on the Company's website at [www.himachalfibre.com](http://www.himachalfibre.com).
15. We urge members to support our commitment to environmental protection by choosing their shareholding communication through email. You can do this by updating your email address with your depository participants/RTA.
16. The route map showing direction to reach the venue of the 38th AGM is annexed to this Annual Report.

**Steps for remote e-voting**

- (i) **The remote e-voting period begins on September 24<sup>th</sup> 2019 at 9.00 a.m. and will end on September 26<sup>th</sup> 2019 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as **on the cutoff date i.e. September 20<sup>th</sup> 2019**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The Shareholders should log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier remote e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat 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 de-mat holders for remote e-voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) **Click on the EVSN for the relevant Company i.e. "Himachal Fibres Limited"/ "Electronic Voting Sequence Number"** of Himachal Fibres Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decide 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the changed 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **September 20<sup>th</sup> 2019**, may follow the same instructions as mentioned above for remote e- voting. The Voting rights of the members shall be in proportion to their shares in the paid up capital of the company as on the cut-off date i.e. **September 20<sup>th</sup> 2019**. A person whose name is recorded in the Register of members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the said meeting. A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.
- In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Further **Mr. Rakesh Dalvi** having address i.e. Central Depository Services (India) Limited A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013, email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and contact number 1800225533 is responsible to address the grievances connected with facility for voting by electronic means.
  - The Board of Directors has appointed **Mr. Rajeev Bhambri**, Practicing Company Secretary (Membership No. 4327 and C.P.No. 9491) of Rajeev Bhambri & Associates, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for same purpose.
  - The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than forty eight hours of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
  - The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report declare the results of voting within 48 hours of the conclusion of this AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.himachalfibre.com](http://www.himachalfibre.com) and on the website of CDSL immediately after the result is declared by the Chairman and shall also be communicated to the BSE Limited (BSE), where the shares of the Company are listed.

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 27<sup>th</sup> 2019.

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

Place: Ludhiana  
Dated: August 14<sup>th</sup> 2019

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

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

##### Item No. 3

Pursuant to the provisions of section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), the Directors of the Company appointed Mr. Surjit Singh (DIN: 07143372) as an Additional Director with effect from November 14<sup>th</sup> 2018. Pursuant to provisions of section 161(1) of the Act, Mr. Surjit Singh (DIN: 07143372) holds office upto the date of this ensuing Annual General Meeting of the Company. 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 can hold office for a term upto five consecutive years on the Board of a Company 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 48 years and having rich experience of more than Twenty (20) 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 / 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 thereunder for his appointment as an Independent Director of the Company. A copy of the draft letter of 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 this Notice. The Board recommends the passing of resolution as an Ordinary Resolution as set out at item No. 3 of this Notice.

##### Item No. 4

Pursuant to the provisions of section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), the Directors of the Company appointed Mr. Pawan Nagpal, (DIN: 02911054) as an Additional Director with effect from April 01<sup>st</sup> 2019. Pursuant to provisions of section 161(1) of the Act, Mr. Pawan Nagpal, (DIN: 02911054) holds office upto the date of this ensuing Annual General Meeting of the Company. Mr. Pawan Nagpal, (DIN: 02911054) 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 can hold office for a term upto five consecutive years on the Board of a Company 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. Pawan Nagpal, (DIN: 02911054) that he meets criteria of independence as prescribed under section 149(6) of the Act and regulation 17 of the Listing Regulations. Mr. Pawan Nagpal, (DIN: 02911054) aged 60 years holds bachelor’s degree in commerce from Kurkshetra University.

Brief resume of Mr. Pawan Nagpal, (DIN: 02911054), nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / Chairmanship of the Board / 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. Pawan Nagpal, (DIN: 02911054) fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company. A copy of the draft letter of appointment of Mr. Pawan Nagpal, (DIN: 02911054) 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. Pawan Nagpal, (DIN: 02911054) as an Independent Director. Save and except Mr. Pawan Nagpal, (DIN: 02911054), 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. 4 of this Notice. The Board recommends the passing of resolution as an Ordinary Resolution as set out at item No. 4 of this Notice.

**Item No. 5**

The members of the company appointed Mr. Gian Chand Thakur as a whole time director of the company vide resolution passed through Postal Ballot held on June 17<sup>th</sup> 2015 for a period of five (5) years and remuneration for a period of three (3) years of 60,000/- per month and perquisites subject to total remuneration being within the limit of 5% of the net profits of the Company and ratified its remuneration in the Extra General Meeting held on June 28<sup>th</sup> 2017. Further the remuneration to Mr. Gian Chand Thakur fixed in the 37<sup>th</sup> Annual General Meeting i.e. Rs. 60,000/- per month (Rupees Sixty Thousand Only) w.e.f. October 01<sup>st</sup> 2017 for the remaining period of his term i.e. upto September 30<sup>th</sup> 2019.

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 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 01<sup>st</sup> 2019 and in case of inadequacy or no profits in 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. 5 of the Notice. The Board recommends the passing of resolution as an Ordinary Resolution as set out at item No. 5 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	2018-19	2017-18	2016-17*
Net Sales/Income	4914.24	5647.83	5589.86
Gross profit before interest and depreciation	579.44	557.92	380.61
Finance cost	357.82	368.99	362.00
Profit before depreciation and amortization- (Cash Profit)	221.62	188.93	18.61
Depreciation and Amortization	204.50	224.52	222.13
PBT before exceptional items	17.12	(35.59)	(203.52)
Exceptional items	0.00	0.00	0.00
Profit before Tax (PBT)	17.12	(35.59)	(203.52)
Provision for Tax- Current	3.29	0.00	0.00

Provision for Tax- Deferred	(27.33)	32.39	(41.55)
Profit after Tax	41.16	(67.98)	(161.97)
Other Comprehensive Income (Net of Tax)	17.89	3.91	2.76
Total Comprehensive Income	59.05	(64.07)	(159.21)

\*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 20<sup>th</sup> 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 Seven (27) 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 01<sup>st</sup> 2019 to September 30<sup>th</sup> 2021 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:

Current economic recession is a major reason for the low profitability and loss to the Company. Due to the global slowdown, every industry in India has been adversely affected. The financial crisis has swallowed the 55.7% market capitalization in the Textile Industry. Further, significant increase in the rates of interest and fluctuation of US Dollar against Rupee are also some of the factors for the current situation.

##### 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-recommends the resolution set out in the accompanying Notice as Ordinary resolution.

By Order of the Board  
For Himachal Fibres Limited

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

Place: Ludhiana  
Dated: August 14<sup>th</sup> 2019

Information Pursuant to Corporate Governance Clause of the SEBI (LODR) Regulations, 2015 and 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 as a Director (Item No. 2)

Name of the Director	Mr. Manoj Kumar
DIN	06872575
Date of Birth	07/04/1969
Date of Appointment	22/08/2016
Brief Resume & Expertise in specific functional area	Industrial & Business Experience of more than Seventeen (17) Years
Board meetings held & attended during FY 2018-19	Held nine (9) and attended nine (9)
No. of Shares in the company	NIL
Qualification	Under Graduate
Directorships of other Listed Companies	NIL
Chairmanship / Membership of Committees of other Listed Companies	NIL
Relationship with other Directors	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 Director liable to retire by rotation. Sitting fee paid during the last financial year and details are given in Corporate Governance Report. 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	N.A.

**Appointment of Mr. Surjit Singh as an Independent Director (Item No. 3)**

Name of the Director	<b>Mr. Surjit Singh</b>
DIN	07143372
Date of Birth	08/02/1971
Date of Appointment	14/11/2018
Brief Resume & Expertise in specific functional area	He has experience of Twenty (20) years in the Business and Management
Board meetings held & attended during FY 2018-19	Held nine (9) and attended three(3) (Appointed w.e.f. November 14 <sup>th</sup> 2018)
No. of Shares in the company	NIL
Qualification	Matric
Directorships of other Listed Companies	NIL
Chairmanship / Membership of Committees of other Listed Companies	NIL
Relationship with other Directors	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 Three (3) years not liable to retire by rotation. Sitting fee paid during the last financial year and details are given in Corporate Governance Report. 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.

**Appointment of Mr. Pawan Nagpal as an Independent Director (Item No. 4)**

Name of the Director	<b>Mr. Pawan Nagpal</b>
DIN	02911054
Date of Birth	10/10/1958
Date of Appointment	01/04/2019
Brief Resume & Expertise in specific functional area	He has experience of Thirty One (31) years in the Textile Industry
Board meetings held & attended during FY 2018-19	Held nine (9) and attended (0) Nil (Appointed w.e.f. April 01 <sup>st</sup> 2019)
No. of Shares in the company	NIL
Qualification	Graduate
Directorships of other Listed Companies	NIL
Chairmanship / Membership of Committees of other Listed Companies	NIL
Relationship with other Directors	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 one (1) year not liable to retire by rotation. No Sitting fee paid during the last financial year. 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

**Re-appointment of Mr. Gian Chand Thakur as a Whole Time Director (Item No. 5)**

Name of the Director	<b>Mr. Gian Chand Thakur</b>
DIN	07006447
Date of Birth	20/04/1972
Date of Appointment	12/11/2014
Brief Resume & Expertise in specific functional area	He has experience of Twenty Seven (27) 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.



<b>Board meetings held &amp; attended during FY 2018-19</b>	Held nine (9) and attended nine (9)
<b>No. of Shares in the company</b>	NIL
<b>Qualification</b>	P.G. (Public Administration)
<b>Directorships of other Listed Companies</b>	NIL
<b>Chairmanship / Membership of Committees of other Listed Companies</b>	NIL
<b>Relationship with other Directors</b>	Not related to any director
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person</b>	Terms and condition of re-appointment including remuneration are forming part of the resolution set out at item no. 5 of this notice. Remuneration Last drawn is Rs. 7.20 Lac during the last financial year and details are given in Corporate Governance Report.
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	N.A.





HIMACHAL FIBRES LIMITED

**Registered Office:** Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh)  
**Corporate Office:**8-L, Model Town, Backside Hotel Chevron, Ludhiana-141002  
**CIN:** L17119HP1980PLC031020 **Phone:** 0161-4684000 **Fax:** 0161-4684010  
**Email:** hfl.corporate@gmail.com, **Website:** www.himachalfibre.com  
**ATTENDANCE SLIP**

DP ID*	
CLIENT ID*	

FOLIO NO.	
NO. OF SHARES	

**NAME & ADDRESS OF THE SHAREHOLDER**

I being the registered Shareholder/ proxy for the registered Shareholder of the Company hereby record my presence at 38<sup>TH</sup> ANNUAL GENERAL MEETING of the Company held on Friday, September 27th, 2019 at 11:00 A.M. at Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh) and at any adjournment(s) thereof.

\_\_\_\_\_  
SIGNATURE OF SHAREHOLDER/PROXY

\* APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM.

Electronic Voting Particulars		
EVSN (E-Voting Sequence No.)	User ID/Folio No./ DP ID/ Client ID	Sequence No.
190813006		

**HIMACHAL FIBRES LIMITED**

**Registered Office:** Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh)  
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**CIN:** L17119HP1980PLC031020 **Phone:** 0161-4684000 **Fax:** 0161-4684010  
**Email:** hfl.corporate@gmail.com, **Website:** www.himachalfibre.com

**PROXY FORM**

Form MGT - 11

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

CIN	L17119HP1980PLC031020
Name of the Company	Himachal Fibres Limited
Regd. Office	Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh)
Name of the Member(s)	
Regd. Address	
Email	
Folio No.	

I/We, being the member(s) of \_\_\_\_\_ shares of Himachal Fibres Limited, here by appoint:

- 1) Name : \_\_\_\_\_ Address \_\_\_\_\_  
 Email \_\_\_\_\_ Signature \_\_\_\_\_ or failing him
- 2) Name : \_\_\_\_\_ Address \_\_\_\_\_  
 Email \_\_\_\_\_ Signature \_\_\_\_\_ or failing him
- 3) Name : \_\_\_\_\_  
 Address \_\_\_\_\_  
 Email \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday, September 27<sup>th</sup> 2019 at 11:00 A.M. at Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh), and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

<b>Ordinary Business:</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company as at March 31 <sup>st</sup> 2019, together with the Report of Auditors and Board of 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.
<b>Special Business:</b>	
3.	To appoint Mr. Surjit Singh (DIN: 07143372) as an Independent director of the Company.
4.	To appoint Mr. Pawan Nagpal, (DIN: 02911054) as an Independent director of the Company.
5.	To re-appoint Mr. Gian Chand Thakur (DIN: 07006447), as a Whole Time Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019  
 Signature of the Member: \_\_\_\_\_  
 Signature of the Proxy holder(s): \_\_\_\_\_

Affix  
revenue  
stamp of  
Rs. 1

**Notes:** (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



## Route Map of the 38<sup>th</sup> Agm Venue:

**Himachal Fibres Limited**  
**Plot No. 43-44, Industrial Area,**  
**Barotiwala, Himachal Pradesh-174103**

