

HIMACHAL FIBRES LIMITED



NOTICE

Notice is hereby given that the **39th Annual General Meeting (AGM)** of the members of the Company will be held on Monday, the 28th day of September, 2020 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 2020, together with the Report of Auditors and Directors thereon.**
- 2. To appoint a Director in place of Mr. Gian Chand Thakur (DIN: 07006447), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

- 3. To re-appoint Mrs. Malkeet Kaur (DIN: 07140603) 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, Mrs. Malkeet Kaur (DIN: 07140603) aged about 47 years an Independent Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company with effect from 39th Annual General Meeting.

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: September 02nd 2020

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:

- 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.
- In view of the continuing restrictions on the movement of persons at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs ("MCA") has vide its general circular no. 20/2020 dated 05 May, 2020 read with general circular no. 14/2020 dated 08 April, 2020 and general circular no. 17/2020 dated 13 April, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), companies are allowed to hold the AGM through VC/OAVM during this year without the physical presence of members at the common venue. In accordance with the MCA Circulars, SEBI Regulations, the AGM of the Company is being conducted through VC/OAVM.



3. 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.
4. 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
5. 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).
6. The Notice of AGM along with Annual Report for the financial year 2019-20, 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.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from September 22nd 2020 to September 28th 2020 (both days inclusive).
8. Participation of members through VC/OAVM will be reckoned for the purpose of quorum of the AGM as per section 103 of the Act.
9. 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 39th Annual General Meeting. The Members may send request for the inspection by sending mail at hfl.corporate@gmail.com
10. 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.
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. 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.
13. 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.
14. 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.
15. 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.



16. 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. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance at least Ten (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 Ten (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.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

STEPS FOR REMOTE E-VOTING

- i. **The remote e-voting period begins on September 25th 2020 at 9.00 a.m. and will end on September 27th 2020 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 21th 2020**, 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.
- 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.Or
Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.



- 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 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (v).

- 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. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR**



OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 Company/RTA email id.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

xxi. 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 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.
- 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.

xxii. Any person, who acquires shares of the Company and become Member of the Company after email of the Notice and holding shares as on the cut-off date i.e. **September 21st 2020**, 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 21st 2020**. 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 attending AGM and e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact **Mr. Nitin Kunder (022- 23058738)** or **Mr. Mehboob Lakhani (022-23058543)** or **Mr. Rakesh Dalvi (022-23058542)**. Further **All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, 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.**
- 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 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.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

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2. Only those shareholders, who are present in the AGM 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 AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the 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.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (i) Note for Non – Individual Shareholders and Custodians
1. 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.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 3. 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.
 4. 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.
 5. 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.
 6. 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.

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 2020.

**By Order of the Board
For Himachal Fibres Limited
Sd/-
(Laxmi Khatri)
Company Secretary & Compliance Officer**

**Place: Ludhiana
Dated: September 02nd 2020**

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

Item No. 3

Mrs. Malkeet Kaur had been appointed by the Company as Independent Directors of the Company for a term of 5 consecutive year at the 34th Annual General Meeting and whose current term expires on 39th Annual General Meeting, and pursuant to Section 149(10) of the Act, they are eligible for re-appointment for a second term of five years on passing of a special resolution by the Company.

On the recommendation of Nomination & Remuneration Committee and based on report of their performance evaluation, the Board of Directors of the Company at their meeting held on September 02nd 2020 approved the re-appointment of the above Independent Director of the Company for a second term of five consecutive years with effect from 39th Annual General Meeting. The Company has also received consent letters and declaration of independence from such Director for their re-appointment.

In the opinion of the Board, the Independent Director fulfill the conditions specified in the Act and the Rules made thereunder and listing regulations, for appointment as Independent Directors and they are independent of the management.

Pursuant to Regulation 36(3) of Listing Regulations the brief profile of Mrs. Malkeet Kaur is provided separately in this Notice. The Board of Directors is confident that their knowledge and experience will be of immense value to the Company and hence recommends the respective Resolutions for the approval of Members.

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In compliance with the provisions of Section 149 read with Schedule IV of the Act, the reappointment of above directors as an Independent Directors of the Company for a second term is placed before the Members in general meeting for their approval.

Mrs. Malkeet Kaur is not related to any Directors or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives except Mrs. Malkeet Kaur, are in any way concerned or interested, financially or otherwise, in the respective resolution related to their appointment.

By Order of the Board
For Himachal Fibres Limited

Place: Ludhiana
Dated: September 02nd 2020

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

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. Gian Chand Thakur & Mrs. Malkeet Kaur

Name of the Director	Mr. Gian Chand Thakur	Mrs. Malkeet Kaur
DIN	07006447	07140603
Date of Birth	20/04/1972	05/09/1973
Date of Appointment	12/11/2014	28/09/2015
Brief Resume & Expertise in specific functional area	He has experience of Twenty Seven (28) 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.	She has experience of Twenty (20) years in Management
Board meetings held & attended during FY 2019-20	Held Five (5) and attended Five (5)	Held Five (5) and attended Five (5)
No. of Shares in the company	NIL	NIL
Qualification	P.G. (Public Administration)	Matric
Directorships of other Listed Companies	NIL	NIL
Chairmanship / Membership of Committees of other Listed Companies	NIL	NIL
Relationship with other Directors	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	Terms and condition of re-appointment including remuneration are same as per appointment. Remuneration Last drawn is Rs. 7.03 Lac during the last financial year.	Appointed by the Company as Independent Directors of the Company for a term of 5 consecutive year at the 34th Annual General Meeting and whose current term expires on 39th Annual General Meeting and pursuant to Section 149(10) of the Act, they are eligible for re-appointment for a second term of five years on passing of a special resolution by the Company. 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.	Due to her expertise in the above mentioned area.