

NOTICE

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended is proposed to be passed as special resolution by way of postal ballot / e-voting. The explanatory statement pursuant to Section 102 of the Act for the aforesaid resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed Mr. Prakash Kamath, Practising Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner conforming to the provisions of the Act and the Rules.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original, duly completed in the enclosed self-addressed envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Monday, the 9th day of February, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include e-voting.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Managing Director of the Company. The result of the postal ballot would be declared by the Company on or before Thursday, 12th day of February 2015 on its website along with the Scrutinizer's report and will also be intimated to the Stock Exchanges where the shares of the Company are listed.

RESOLUTION :

1. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings of the Company :

To consider and, if thought fit, pass the following resolution as Special Resolution:-

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on July 28, 1995 and pursuant to terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of a value not exceeding the overall borrowing limits as approved by the members of the Company from time to time, together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

Registered Office:

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

Date: December 20, 2014

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

Ashok Sharma
Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution is appended herein below for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on January 02, 2015.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with M/s Karvy Computershare Private Limited for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link <https://evoting.karvy.com> or from the 'Investors Relations' section on the Company's website.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180(1)(a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Standard market terms of long term debt finance include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1)(a) of the Act for creation of charges/ mortgages/ hypothecations for an amount not exceeding the overall borrowing limits as approved by the members of the Company.

The Board recommends the Resolution for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution.

HIMATSIINGKA SEIDE LIMITED

CIN: L17112KA1985PLC006647

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

Phone: +91- 80- 2237 8000 Fax: +91- 80- 2237 8058 / 2237 8074

Email: investors@himatsingka.com Website: www.himatsingka.com

POSTAL BALLOT FORM

Name of Sole / First Member

Name(s) of Joint Member(s), if any

Registered Folio No.

DP ID No./ Client ID No.

Number of shares held

I/we hereby exercise my/ our vote in respect of the Special resolution enumerated below by recording my/ our assent or dissent to the said resolution in the following manner:

Item no.	Resolution	Type of resolution (Ordinary/ Special)	I assent to the resolution Please tick (✓)	I dissent from the resolution Please tick (✓)
1	Approval under section 180(1)(a) for Creation of charges/ mortgages/ hypothecation on the movable and immovable assets of the Company, both present and future, in respect of borrowings.	Special		

Place:

Date:

Signature of the member

Note: Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal ballot forms by the Scrutinizer is February 09, 2015.

E-VOTING

The Company is also offering e-voting facility to its Members enabling them to cast their votes for the postal ballot electronically. The Company has appointed M/s. Karvy Computershare Private Limited ('KCPL' 'Karvy' or 'Service Provider') for facilitating e-voting to enable the Members to cast their vote electronically pursuant to section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014.

The e-voting particulars are as below:

EVEN (E Voting Event Number)	User ID	Password

In this regard, the instructions for e-voting are given overleaf.

POSTAL BALLOT INSTRUCTIONS

01. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send the same to the Scrutinizer Mr. Prakash Kamath (envelope enclosed), so as to reach him as per instruction below at the address No. 33, 1st Floor, "Shreyas", 3rd Main, Domlur, 2nd Stage, Bangalore - 560 071. Postal ballots, if deposited in person will also be accepted. The necessary postal charges for posting the envelope will be borne by the Company.
02. The postal ballot form should be completed and signed by the members. In the case of joint shareholding, this form should be completed and signed by the first named member and in his absence, by the next named member(s). Unsigned postal ballot forms will be rejected. The signature on the postal ballot form must tally with the specimen signature registered with the Company.
03. Where the postal ballot form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorisation to vote on the postal ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
04. Duly completed postal ballot forms should reach the Scrutinizer not later than 6.00 p.m. on February 09, 2015. Any postal ballot form received after this time and date will be treated as if the reply from the member has not been received.
05. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the time and date specified at Item No.4 above.
06. Voting rights will be reckoned on the paid up value of shares registered in the name of the member as on January 02, 2015 which is the cut-off date fixed for this purpose.
07. There will be only one postal ballot form for every folio irrespective of the number of joint member(s).
08. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.
09. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
10. The resolution passed by postal ballot shall be deemed to have been duly passed at a general meeting convened in that behalf.
11. The right of vote under e-voting and postal ballot shall not be exercised by a proxy.

E-VOTING INSTRUCTIONS

- A. For Members who receive notice of postal ballot through e-mail:
 - i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password mentioned in the previous page). Your Folio No. / DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Himatsingka Seide Limited
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the postal ballot notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e mail prakash@pjkamath.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Himatsingka SeideLimited_Event No."
- B. For Members who receive the notice of Postal Ballot in physical form:
 - i. User ID and initial Password as provided in the previous page.
 - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

GENERAL INSTRUCTIONS :

- I. In case of any queries relating to e-voting please visit Help & FAQ section of <http://evoting.karvy.com> (Karvy Website) or any grievances or queries of the Members of the Company connected with the electronic voting can be addressed to the Company's Registrar & Share Transfer Agents, Karvy Computershare Private Limited (Unit: Himatsingka Seide Limited), Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 or Contact Person: Ms. C Shobha Anand, Asst. General Manager at einward.ris@karvy.com or at telephone Nos. 040-44655000/or may write to the Company Secretary at the Registered office of the Company.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The e-voting period commences on January 11, 2015 (09.30 AM) and ends on February 09, 2015 (6.00PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date January 02, 2015, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled after e-voting period for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date January 02, 2015.
- V. The Board of Directors has appointed Mr. Prakash Kamath, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forth with to the Chairman of the Company.
- VII. The Results will be declared on or before February 12, 2015 and the resolution shall be deemed to have been duly passed at a general meeting convened in that behalf.
- VIII. The results declared along with the Scrutinizer's report shall be placed on the Company's Website: www.himatsingka.com and on the website of the service provider (<http://evoting.karvy.com>) within three (3) days of conclusion of postal ballot & e-voting and will also be communicated to the National Stock Exchange, BSE Limited and Bangalore Stock Exchange Ltd. In the event, the draft resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.