

HASIMARA INDUSTRIES LIMITED

Registered Office: 5 & 7, Netaji Subhas Road, Kolkata 700 001
Phone Nos. 2248 7385/7386/7387 Fax: 2248 1622
E-mail: hasimara_tea@yahoo.com, Website: www.hasimara.com
CIN: L65993WB1904PLC001571

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force or as may be enacted from time to time), and pursuant to other laws and regulations, if any, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot:

- To issue 1,00,000 9% non cumulative redeemable preference shares of Rs.100/- each and in this regard 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 Section 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to all applicable laws, approvals, consents, permissions and sanctions as may be necessary appropriate authorities or bodies and in accordance with the Memorandum and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to offer, issue and allot 9 % Redeemable Non-Cumulative Preference Shares to the extent of Rs.1,00,00,000/- (Rupees One Crore Only) divided into 1,00,000 (One Lacs only) Preference shares of Rs.100/- each (Rupees Hundred only), forming part of the authorised capital of the company and be offered and issued in one or more tranches to the promoters/others as identified by the Board of Directors, on such terms and conditions and manner as may be decided by the Board of Directors and/or Committee of the Board duly constituted and authorized (hereinafter referred to as “Board”), in its absolute discretion in the best interest of the Company for the purpose of redeeming the 1,00,000 (One lacs only) 9% Redeemable Non-convertible Preference Shares of Rs. 100/- each, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting.”

“Further resolved that the shares shall carry a right to a non cumulative preference dividend of 9% per annum in relation to the capital paid up on them. The holders of the said shares shall have a right to attend Meeting of the company and vote on resolution directly affecting their interest or where the dividends in respect thereof are in arrears for not less than 2 years on the date of the meeting, on all resolutions at every meeting of the company.”

“Further resolved that in a winding-up the holders of the said shares shall be entitled to a preferential right of return of the amount paid up on the shares but shall not have any further right or claim over the surplus assets of the company.”

Registered Office:
5 & 7, Netaji Subhas Road
Kolkata 700 001
Dated: 05.03.2019

By Order of the Board
HASIMARA INDUSTRIES LIMITED
Prakash Chand Bhandari
(Secretary)

NOTES:

1. The relative Explanatory Statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business under item nos.1 of the Notice is annexed hereto and forms part of the Notice.
2. The Board of Directors of the Company has appointed Rajesh Ghorawat (Membership No.F7226) to act as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
3. The cut-off date has been fixed as Friday, 15th March, 2019. Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 15th March, 2019 (cut-off date) will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 15th March, 2019.
4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, as amended read with the relevant rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through e-voting service facility arranged by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are appended herein below.
5. The Postal Ballot Notice alongwith the Postal Ballot Form is being sent to all the eligible members by permitted mode, alongwith a postage-prepaid self-addressed Business Reply Envelope. Members can also download Postal Ballot Form from the website of the Company i.e. www.hasimara.com or may seek duplicate Postal Ballot Form by writing to the Company Secretary at 5 & 7, Netaji Subhas Road, Kolkata-700 001.
6. Members desiring to exercise their votes by physical postal ballot are requested to read the instructions printed overleaf on the enclosed Postal Ballot Form and return the duly completed and signed form in the enclosed self-addressed Business Reply Envelope not later than 5:00 P.M. (IST) on 25th April, 2019. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. Please note, if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.
7. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Procedure for e-voting’
8. The members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall be considered and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. A member cannot exercise his vote by proxy on postal ballot.
10. The Scrutiniser will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be declared/announced by the Chairman or any other person authorised by him on or before 25th April, 2019 at the registered office of the Company at 5 & 7, Netaji Subhas Road, Kolkata-700 001 and will also be informed to the Stock Exchange where the Company’s equity shares are presently listed and shall also be displayed on the Company’s website www.hasimara.com alongwith the Scrutiniser’s Report. The resolution, if passed by the members through postal ballot, shall be deemed to have been passed on 25th April, 2019 being the last date specified by the Company for receipt of duly completed Postal Ballot Forms, as if they have been passed at a general meeting of the members.
11. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days except Saturday from the date of dispatch of Notice until the last date for receipt of votes by postal ballot i.e. 25th April, 2019.

PROCEDURE FOR E-VOTING

The Company has already entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for its members to enable them to cast their votes electronically instead of dispatching physical ballot form, through the e-voting platform provided by CDSL. The instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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 – Sequence number is communicated in the Attendance Slip/ Covering Letter.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy of the Notice:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (A) The voting period begins at 09:00 am on 27th March, 2019 and will end at 05:00 pm., 25th April, 2019. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 15th March, 2019 may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutiniser shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, 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 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

As required by Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the business mentioned under Item of the accompanying notice dated 5th March, 2019

Item No.1: To issue 1,00,000 9% non cumulative redeemable preference shares of Rs.100/- each

In terms of Section 55 of the Companies Act, 2013 and Article 4A of the Articles of Association of the Company, Consent of the shareholders be and is hereby accorded to offer, issue and allot Redeemable Non-Cumulative Preference Shares to the extent of Rs.1,00,00,000/- (Rupees One Crore Only) divided into 1,00,000 (One Lacs only) Preference shares of Rs.100/- each (Rupees Hundred only), forming part of the authorised capital of the company and be offered and issued in one or more tranches to the promoters/others as identified by the Board of Directors, on such terms and conditions and manner as may be decided by the Board of Directors and/or Committee of the Board duly constituted and authorized (hereinafter referred to as “Board”), in its absolute discretion in the best interest of the Company and for the purpose of redeeming the 1,00,000 (One lacs only) 9% Redeemable Non-convertible Preference Shares of Rs. 100/- each within a period of 20 years from the date of issue.

Current shareholding pattern of the company

i) Equity shareholding pattern as on 1st March, 2019

Class of Equity Shareholders	No. of Shares	% of share capital
A. Promoters/ Promoter Group:		
a. Indian Promoters		
- Individuals	387975	38.7975
- Bodies Corporate	355544	35.5544
Sub- total	743519	74.3519
b. Foreign Promoters		
Total for Promoter Group (A)	743519	74.3519
B. Public Shareholdings:		
i Institutional	2876	0.2876
ii Non Institutional		
- Private Bodies Corporate	26612	2.6612
- Individuals		
a. Individual shareholders holding nominal share capital up to Rs. 2 Lakh	134705	13.4705
b. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	58900	5.8900
iii Any Other		
- Directors & their Relatives	250	0.0250

Class of Equity Shareholders	No. of Shares	% of share capital
- NRIs	33138	3.3138
- HUFs and Trust		
Total Public Shareholdings (B)	256481	25.6481
GRAND TOTAL (A) + (B)	1000000	100

ii) 9% Preference Shareholding Pattern as on notice dated 5th March-2019.

Date of Allotment	Name of Holder	No. Of Shares	Amount (Rs.)
22/03/2004	Tyroon Tea Co. Ltd.	50000	50,00,000
22/03/2004	Man Prakash Talkies Private Ltd.	50000	50,00,000
Total		100000	1,00,00,000

The issue of Preference Shares is in accordance with the provisions of the Articles of Association of the Company. There is no default in redemption or payment of dividend on preference shares.

As per Section 42, 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors and/or Committee of the Board duly constituted and authorized to offer, issue and allot 1,00,000 preference shares to promoters/others, on such terms and conditions and manner as may be decided by the Board, in its absolute discretion in the best interest of the Company.

The resolution has accordingly been placed before the members for its approval and the Board recommends resolution to be passed as Special Resolution.

None of the Directors, Key Managerial Persons of the Company and / or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Documents, if any, referred to or in relation to the Notice may be inspected at the Registered Office of the Company on any working day during business hours between 10.30 A.M to 5.30 P.M. up to the date of Meeting and also at the meeting.

HASIMARA INDUSTRIES LIMITED

Registered Office: 5 & 7, Netaji Subhas Road, Kolkata 700 001
Phone Nos. 2248 7385/7386/7387 Fax: 2248 1622
E-mail: hasimara_tea@yahoo.com, Website: www.hasimara.com
CIN: L65993WB1904PLC001571

POSTAL BALLOT FORM

Serial No:

Name and Registered Address of the sole / first named Member	
Name(s) of Joint-Holder(s), if any	
Registered Folio No. /DP ID No. /Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
Number of equity shares held	

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Notice dated 5th March, 2019 by recording my/our assent/dissent to the said resolution by placing the tick mark (v) in the appropriate boxes below.

Item No.	Particulars of Resolution	No of Shares held	For	Against
			I/We assent to the Resolution	I/ We dissent to the Resolution
	SPECIAL BUSINESS			
1.	To issue 1,00,000 9% non cumulative redeemable preference shares of Rs.100/- each			

Place:

Date

Signature of the Member

Note: Please read instructions printed overleaf carefully before exercising your vote and also refer procedure and instructions for E-voting given in the notice attached herewith.

E- VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	User ID	*Default PAN

1. Please use your PAN for e-voting in case you have registered the same with the Company / Depository Participant.
2. In case your PAN is not registered please use (*) Default PAN given in the table above.

Instructions for Ballot Voting

1. This Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. A Member can opt for one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot which is despatched / e-mailed to the members whose names appear in the Register of Members as on close of business hours on **Friday, 15th March, 2019**. The Notice of Postal Ballot has also been placed on the Website of the Company viz. www.hasimara.com and on CDSL website viz. www.cdslindia.com.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot Form to declare the final result for the resolution forming part of the Notice of Postal Ballot.
5. Voting Rights in the Postal Ballot Form / e-voting cannot be exercised by proxy.
6. A member desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form as per the Specimen Signature Registered with the Company / Depository Participant and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply envelope. However, envelope containing Postal Ballot Forms, if sent by courier/deposited in person at the expenses of the registered member will also be accepted.
7. In case of Joint holding, the Form should be completed and signed by the first named shareholder and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member mentioning the registration no of the POA registered with the company or enclosing a certified copy of the POA.
8. The votes should be cast either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) in both the columns will render the form invalid.
9. The Voting Rights of members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the Company as on **Friday, 15th March, 2019**.
10. The Voting will commence on **Wednesday, 27th March, 2019 at 9.00 a.m.** and end on **Thursday, 25th April, 2019 at 5.00 p.m.**
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 p.m. on 25th April, 2019**. All Postal Ballot Forms received after the date will be strictly treated as if the reply from such shareholder has not been received.
12. In respect of shares held by Corporate and Institution shareholders (Companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
13. Unsigned or incomplete or incorrectly filled Postal Ballot Forms will be rejected. A Ballot Form shall also be rejected if it is received in torn or mutilated condition. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
14. Members are requested not to send any other matter/document along with the Postal Ballot Form in the enclosed self-addressed envelope. The scrutinizer would destroy any extraneous paper found in such envelope.
15. A shareholder may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point 11 above.