

HASIMARA INDUSTRIES LIMITED

Registered Office : 3, Netaji Subhas Road, Kolkata 700 001

Phone Nos. 2248 7385/7386/7387

E-mail : hasimara_tea@yahoo.com, Website: www.hasimara.com

CIN : L65993WB1904PLC001571

N O T I C E

TO THE SHAREHOLDERS

NOTICE is hereby given that Annual General Meeting of the members of Hasimara Industries Limited will be held on Monday, the 30th day of September 2019 at 10:30 A.M. at the registered Office of the Company at 3, Netaji Subhas Road, Kolkata 700 001 to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shakti Khaitan (DIN: 00031165), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and, if thought fit, to pass with or without modification, the following resolution(s) as an Ordinary Resolution :

RESOLVED THAT pursuant to the provision of Section 139 of the Companies Act, 2013 and Rules framed there under M/s. Roy Moulik & Co., Chartered Accountants having Firm Registration No. 308045E be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be in the calendar year 2020 and by ratification by Members every year and that their remuneration for the said period be determined by the Board of Directors.

Registered Office :
5 & 7, Netaji Subhas Road
Kolkata 700 001
Dated : 27/08/2019

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

NOTES :

1. The Register of members and Share Transfer Book of the Company shall remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive).
2. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any person or shareholder.

3. Members are requested to notify any change their address immediately to the Company at the registered office of the Company at 3, Netaji Subhas Road, Kolkata 700 001, or to its Registrars and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. Members are requested to bring their copies of the Reports and Accounts to the meeting.
4. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
5. Members seeking any information with regard to Accounts are requested to write to the Company early so as to enable the Management to keep the information ready.
6. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs. Members holding share in physical form are requested to submit their PAN to the Company.
7. Pursuant to the provisions of Section 101 and 136 of the Companies Act, 2013 Act read with relevant Rules made there under. Companies can serve Annual Reports and other communication through electronic mode to those members who have registered their e-mail addresses either with their DP or the Company. The notice of the AGM along with Attendance Slip inter-alia indicating the process and manner of e-voting. Proxy Form, Postal Ballot with procedures are being sent to the members whose e-mail address are registered with the Company / Depositories for communication purposes, unless a member has requested for physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those members who have not registered their e-mail address.
8. In compliance with the provision of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members, the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting platform provided by CDSL on all resolutions set-forth in the notice.

The voting rights of shareholders shall be in proportion to their shares in the paid up capital of the Company as on the cut-off date i.e. 23/09/2019 Mr. Rajesh Ghorawat, Practicing Company Secretary (Membership No. F7226 has been appointed as Scrutinizer to scrutinize the e-voting process and postal ballot in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the E-voting period, unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on the AGM date of the Company.

9. In terms of Clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges, a brief profile of directors, who are proposed to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below :

PROFILE OF DIRECTORS APPOINTED / REAPPOINTED

Particulars	Mr. Shakti Khaitan (Independent)
DIN	00031165
Date of Birth	11-02-1972
Date of Appointment	23-04-2018
Qualification	B.Com., LLB
Nature of Experience Functional Area	Experience in Legal Matters.
Name of Directorship in other Companies	NIL
Membership/Chairmanship of committee in public Company	NIL
Shareholding	NIL
Relation	NIL

10. Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday 27.09.2019 at 10:00 A.M and ends on Sunday 29.09.2019 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 cut-off date i.e. 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (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> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p>
DOB	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.
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> <p><input type="checkbox"/> 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 as mentioned in instruction (vii).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 HASIMARA INDUSTRIES LIMITED 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 or cast the vote again.
- (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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- 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 they have to create 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 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.

(xix) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 23rd September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
12. CS Rajesh Ghorawat Practicing Company Secretary, (C.P. No.20897, M.No.F7226) of Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
13. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM The results declared along with the Scrutinizer’s Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company’s Shares are listed, i.e. Calcutta Stock Exchange.

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ATTENDANCE SLIP

(To be presented at the entrance duly signed)
 The Annual General Meeting at 3, Netaji Subhas Road, Kolkata - 700 001 on
 Monday, 30th September 2019 at 10:30 A.M.

I hereby record my presence at the Annual General Meeting of the Company at 3, Netaji Subhas Road, Kolkata - 700 001 on Monday, 30th September 2019.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

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ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD

Note : Please refer to the Instructions printed under the Notes to the Notice of the Annual General Meeting. The E-voting period starts on Friday, 27th September, 2019 at 10.00 A.M. and ends on Sunday, 29th September, 2019 at 5.00 P.M. The E-Voting portal shall be disabled by CDSL immediately after 5.00 p.m. on 29th September, 2019.

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PROXY FORM - Form No. MGT-11

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

I/We being the member(s) of _____ holding Shares, hereby appoint :

- Name _____
 Address _____
 E.mail ID _____ Signature _____ or failing him ;
- Name _____
 Address _____
 E.mail ID _____ Signature _____ or failing him ;
- Name _____
 Address _____
 E.mail ID _____ Signature _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting at 3, Netaji Subhas Road, Kolkata - 700 001 on Monday, 30th September 2019 or at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	For	Against	Abstain
1.	Adoption of Annual Financial Statement as on 31st March, 2019 (Ordinary Resolution)			
2	Re-appointment of Mr. Shakti Khaitan, as Director retiring by rotation (Ordinary Resolution)			
3	Appoint of Statutory Auditors of the Company & fix their remuneration & Branch Auditors (Ordinary Resolution)			

Signed this _____ day of _____, 2019.

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Note : 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.

Affix
Revenue
Stamp