NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Ninth Annual General Meeting of the Company will be held, as scheduled below:

Day	:	Tuesday
Date	:	September 23, 2014
Time	:	2.00 p.m.
Place	:	The LaLiT Ashok, Bangalore

To transact the following business:

As Ordinary Business:

1. To consider and adopt the Profit and Loss Account of the Company for the Financial Year ended March 31, 2014, the Balance Sheet as at that date, and the Report of the Directors and Auditors thereon.
2. To declare Dividend for the financial year ended March 31, 2014.
3. To elect a Director in place of Sri. Shrikant Himatsingka (DIN No. 00122103), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this connection, to consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution :

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act, 2013 and the rules framed there under, as amended from time to time, Messrs Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the thirty-second Annual General Meeting of the Company to be held in the year 2017 (subject to the ratification of their appointment at every AGM) and the Board of Directors of the Company be and is hereby authorized to fix their remuneration, plus service tax and out-of-pocket expenses payable to them."

As Special Business

5. To appoint Shri.A.K.Himatsingka as a Non-Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

   "RESOLVED THAT pursuánt to the provisions of Sections 149, 152,160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. A. K. Himatsingka (DIN No. 00183698), be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation with effect from April 1, 2014.

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to provisions of Section 203,196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and subject to such approvals or permissions from any authorities as may be necessary and subject to such modifications or stipulations as may be advised/stipulated by such authorities, Mr. D.K. Himatsingka (DIN No. 00139516), be and is hereby reappointed as a Whole time Director designated as Managing Director of the Company, for a period of 5 years with effect from 1st April, 2014 on the following terms and remunerations:

   a. **Salary**: ₹5,00,000/- per month in the scale of ₹5,00,000-50,000-7,00,000/-. This will include dearness allowance and all other allowances not otherwise specified herein.

   b. **Commission:** Such amount of commission (in addition to salary and perquisites hereinafter stated) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors or a Sub-Committee of Directors which together with the salary and monetary value of perquisites shall not exceed the ceiling laid down in Section 197 of the Companies Act, 2013.

   c. **Perquisites as follows:**

      i. **Housing**: Provision of a furnished accommodation, owned / hired by the Company and to deduct 10% of the monthly salary. If no accommodation is provided by the Company, house rent allowance will be payable at 50% of salary.

      Explanation:

      The expenditure incurred by the Company on electricity, water and furnishing, will be valued as per the Income tax Rules, 1962.

      ii. Leave Travel concession for self and family.

      iii. Club Fee.

iv. Personal Accident Insurance.

v. Medical expenses and Medical Insurance for self and family.

vi. Contribution to Provident Fund, Pension Fund, Superannuation Fund and Annuity Fund to the extent the same are not taxable under the Income Tax Act, 1961.

vii. Gratuity as per the provisions of the Payment of Gratuity Act, 1972, or as per the Gratuity scheme of the Company, whichever is higher.

viii. Company maintained Car with Driver for official and personal use.

ix. Telecommunication facilities at residence.

x. Leave unavailed of, to be allowed to be accumulated/ encashed as per the rules of the Company."

"RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial year, Mr. D.K. Himatsingka, Managing Director, shall be paid the same remuneration as stated hereinabove, as minimum remuneration but subject to the upper limit, if any, prescribed under the Companies Act, 2013 from time to time."

"RESOLVED FURTHER THAT in the event of loss of his office as Managing Director, Mr. D.K. Himatsingka shall be paid compensation in the manner and to the extent permissible under the provisions of Section 202 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby further authorized to take all such steps and to do all such acts, deeds and things, as may be necessary to implement the above resolution."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Section 203,196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals or permissions from any authorities as may be necessary and subject to such modifications or stipulations as may be advised/ stipulated by such authorities, Mr. Aditya Himatsingka (DIN No. 00138970), be and is hereby appointed as a Whole time Director designated as Executive Director of the Company liable to retire by rotation, for a period of 5 years with effect from 2nd June, 2014 on the following terms and remunerations:

a. **Salary**: ₹2,55,000/- per month in the scale of ₹2,55,000 - 25,500 - 3,57,000/- This will include dearness allowance and all other allowances not otherwise specified herein.

b. **Commission:** Such amount of commission (in addition to salary and perquisites hereinafter stated) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors or a Sub-Committee of Directors which together with the salary and monetary value of perquisites shall not exceed the ceiling laid down in Section 197 of the Companies Act, 2013.

c. **Perquisites as follows:**

i. **Housing**: Provision of a furnished accommodation, owned / hired by the Company and to deduct 10% of the monthly salary. If no accommodation is provided by the Company, house rent allowance will be payable at 50% of salary.

Explanation:

The expenditure incurred by the Company on electricity, water and furnishing, will be valued as per the Income tax Rules, 1962.

ii. Leave Travel concession for self and family.

iii. Club Fee

iv. Personal Accident Insurance

v. Medical expenses and Medical Insurance for self and family.

vi. Contribution to Provident Fund, Pension Fund, Superannuation Fund, Annuity Fund to the extent the same are not taxable under the Income Tax Act, 1961.

vii. Gratuity as per the provisions of the Payment of Gratuity Act, 1972, or as per the Gratuity scheme of the Company, whichever is higher.

viii. Company maintained Car with Driver for official and personal use.

ix. Telecommunication facilities at residence.

x. Leave unavailed of, to be allowed to be accumulated/ encashed as per the rules of the Company."

"RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial year, Mr. Aditya Himatsingka, Executive Director, shall be paid the same remuneration as stated hereinabove, as minimum remuneration but subject to the upper limit, if any, prescribed under the Companies Act, 2013 from time to time."

"RESOLVED FURTHER THAT in the event of loss of his office as Executive Director, Mr. Aditya Himatsingka shall be paid compensation in the manner and to the extent permissible under the provisions of Section 202 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby further authorized to take all such steps and to do all such acts, deeds and things, as may be necessary to implement the above resolution."

8. To consider and, if thought fit, to pass with or without modification the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Article 87 of the Articles of Association, a sum not exceeding one percent per annum of the net profit of the Company, calculated in accordance with the provisions of sections 198 of Companies Act, 2013 be paid to and distributed amongst the Directors of the Company or some or any of them (Other than the Managing/Wholetime Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years commencing from 1.4.2014."

9. To consider and, if thought fit, to pass with or without modification the following resolution as a **Special Resolution**.

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and all other enabling provisions, if any, and in supersession of the Ordinary Resolution passed at the Annual General Meeting of the Company held on 5th January, 2005, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow such sum or sums of monies in any manner from time to time with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that, the total amount upto which monies may be borrowed by the Board of Directors shall not at any time exceed ₹500 Crores (Rupees Five Hundred Crores) over and above the paid-up capital of the Company and its free reserves."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :-

"RESOLVED THAT in accordance with the provisions of Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and

a) subject to the relevant provisions of the Memorandum and Articles of Association of the Company;

b) subject to the requirements of the Listing Agreement entered into by the Company with the Stock Exchanges on which the Company's Shares are presently listed;

c) subject to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), as amended, and all applicable regulations framed and notifications issued thereunder;

d) subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI Regulations"), as applicable; including the Regulations for Qualified Institutions Placement prescribed in Chapter VIII thereof;

e) pursuant to all other applicable rules, regulations, circulars, notifications, guidelines issued by the Government of India, Ministry of Finance, the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and all other governmental or regulatory bodies in India;

f) subject to obtaining and compliance with all necessary approvals, consents, permissions and /or sanctions, as applicable from Government of India (GOI), Ministry of Finance, Ministry of Commerce and Industry, the Foreign Investment Promotion Board (FIPB), RBI, SEBI, relevant Stock Exchanges whether in India or overseas, all other appropriate regulatory and governmental authorities whether in India or overseas, any institutions, lenders and any other third parties and subject to such conditions and modifications as may be prescribed by any of them whilst granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee(s) constituted or to be constituted for the purpose of any offering(s) to be made by the Company in pursuance of this Resolution);

Consent of the Members/Company be and is hereby accorded to the Board to create, offer, issue and allot: i) in the course of one or more domestic offering(s), and /or ii)in the course of one or more international offering(s), in one or more foreign markets such number of equity shares of the Company ("**Equity Shares**"), including those to be issued pursuant to Rights Issue, Qualified Institutions Placements (QIPs), Private Placement, Global Depository Receipts

(GDRs), Foreign Currency Convertible Bonds (FCCBs), and / or convertible bonds, debentures and /or any other securities fully or partly convertible into or exchangeable with Equity Shares and /or other securities convertible into Equity Shares at the option of the Company and /or the holder(s) of such securities and /or securities linked to Equity Shares and /or securities with or without detachable /non-detachable warrants and /or warrants with a right exercisable by the warrant holders to subscribe to Equity Shares and /or any instruments which would be converted into /exchanged with Equity Shares at a later date whether rupee denominated or denominated in any foreign currency, naked or otherwise, either in registered or bearer forms or any combination of the Equity Shares and securities, with or without premium or at Discount as the Board in its sole discretion may decide, whether secured by way of creating charge on the assets of the Company or unsecured (hereinafter collectively referred to as "the Securities"), in one or more tranches, with or without green shoe option, to any eligible person including but not limited to foreign, resident (whether institutions, incorporated bodies, Banks, Trusts, Insurance Companies, Mutual Funds and /or individuals or otherwise) Qualified Institutional Buyers, Foreign Institutional Investors, Indian and /or Multilateral Financial Institutions, Non-resident Indians, and /or other categories of investors whether they be holders of Equity Shares in the Company or not (collectively called as "Investors") who are eligible to acquire the Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals including those of the Government of India through public issue(s), right issue, qualified institutional placement, preferential issue(s), private placement(s) or any combination thereof, through prospectus, offer document, offer letter, offer circular, placement document, information memorandum, private placement memorandum or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc. as may be deemed appropriate by the Board in its discretion, for an aggregate amount, in one or more offering(s) and /or in one or more tranches, not exceeding an amount of ₹300 Crores (Rupees Three Hundred Crores) inclusive of any premium, green shoe or over- allotment option, as may be approved by the Board, who shall have the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors and the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors, and wherever necessary, in consultation with Advisor(s), Lead Manager(s) and Underwriter(s).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid offering(s) of Securities, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, may have all or any terms, or combination of terms, in accordance with accepted practice, including but not limited to, conditions in relation to payment of interest, additional interest, premium(s) on redemption, prepayment and any other debt service payments whatsoever and all such terms as are provided in domestic /international offerings of this nature including terms for issue of such Securities or variation of the conversion price of the Securities during the duration of the Securities.

RESOLVED FURTHER THAT the Board is entitled to appoint, enter into and execute all such agreements with any Advisor(s), Lead Manager(s), Underwriter(s), Guarantor(s), Depository(ies), Trustee(s), Custodian(s), Legal Counsel(s) and all such other relevant agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies including by payment of commissions, brokerage, fees or the like.

RESOLVED FURTHER THAT the Board may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, issue receipts and /or certificates representing the Securities with such features and attributes as are prevalent in international and /or domestic capital markets for instruments of such nature and to provide for the tradability or transferability thereof as per the international and /or domestic practices and regulations, and in the forms and practices prevalent in such international and /or domestic markets.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of Securities with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the domestic and/or international practice and regulations, and under the norms and practices prevalent in securities markets.

RESOLVED FURTHER THAT the Company do apply for listing of the Securities, as may be issued pursuant to this Resolution, on the domestic stock exchanges and /or one or more international stock exchanges, as may be necessary and permissible, and to apply for admission thereof to the domestic and /or international Depositories.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), all such Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu with the existing Equity Shares of the Company in all respects, except as may be provided under the terms of the issue and in the offer document, if any.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the pricing shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent)

on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time

RESOLVED FURTHER THAT the "relevant date" means the date of the meeting in which the Board decides to open the proposed issue or such date that may be determined in accordance with applicable laws, rules, regulations, guidelines and approvals.

RESOLVED FURTHER THAT such of the Securities to be issued and not subscribed may be disposed off by the Board to such persons and in such manner and on terms as the Board in its absolute discretion thinks fit in the best interest of the Company and as permissible at law.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions and any issue or allotment of Securities as described in the above paragraphs, the Board be and is hereby authorized, on behalf of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary or desirable for such purpose, as regards, inter-alia, the issue and /or allotment of Securities, the utilization of issue proceeds and with power, on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may, in its discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, approve and make all filings including as regards the requisite listing application /prospectus /offer document /offer letter /offer circular /placement document / information memorandum / private placement memorandum or otherwise, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the stock exchanges, RBI, SEBI and such other authorities or institutions in India and / or abroad for this purpose.

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board in this regard be and are hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee along with the authority to the said Committee to further delegate specific powers to anyone or more Directors / Executives of the Company, in order to give effect to the aforesaid Resolution."

Registered Office:
10/24, Kumara Krupa Road
High Grounds
Bangalore - 560 001
Date: August 7, 2014

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

Ashok Sharma
Company Secretary

Notes:

1. **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. PROXIES IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. The Register of members and share transfer books of the Company shall remain closed from September 10,2014 to September 23, 2014 (both days inclusive).
3. Members desiring any information as regards accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
4. The Company has already transferred, unclaimed dividend declared upto the financial year ended March 31, 1995 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the Central Revenue Account of the Central Government) Rules. Those shareholders who have so far not claimed or collected their dividend upto the aforesaid financial year may claim their dividend from the Registrar of Companies, Karnataka, 2nd Floor "E" Wing, Kendriya Sadan, Koramangala, Bangalore - 560 034.

   Unclaimed Final Dividend 2005-06 Interim Dividend 2006-07 and 2nd Interim Dividend has been transferred to the Investor Education and Protection Fund. The unclaimed Dividend 2009-10, 2011-12 and 2012-13 is due for transfer to the Investor Education and Protection Fund on October 15, 2017, October, 2, 2019 & September 18, 2020 respectively. Members, who have not encashed the dividend warrant/s for the said dividend, are requested to immediately forward to the Company the said Dividend Warrant/s for cancellation and issue of demand draft/s in lieu thereof. In case the said Dividend Warrant/s has/have been lost or misplaced or not received by any member for any reason whatsoever, such member may please apply for issue of demand drafts in lieu thereof. Members may note that after the dividend is transferred to the Investor Education and Protection Fund, members will lose their right to claim such dividend. Members who have not encashed the dividend warrant/s for the dividends declared after the above mentioned dividend may claim the same in a similar manner.

5. Members are requested to notify immediately any change of name, address, bank details, e-mail address, contact numbers etc. to the Company/ Registrars (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).

6. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

7. To support the green initiative, the Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same by sending a written signed request to the Registrar and Transfer Agents, Karvy Computershare Private Limited.

8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.

9. **Voting through electronic means:**

   In compliance with the provisions of clause 35B of the listing agreement read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided members with the facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means through e-voting services provided by M/s Karvy Computershare Private Limited.

   Further, to enable members who do not have access to e-voting facility, to send their assent or dissent in writing with respect to the resolutions set out in this Notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Mr. Prakash Kamath, Scrutiniser at No. 33, 1st Floor, "Shreyas", 3rd Main Domlur 2nd Stage, Bangalore - 560 071, so as to reach him on or before 19.09.2014 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

   Kindly note that members can opt for only one mode of voting i.e., either by postal ballot or through e-voting. Members opting for e-voting do not need to vote by postal ballot or vice versa. However, in case a member has voted using both e-voting and postal ballot facilities, the vote exercised via the e-voting mechanism shall prevail.

   The instructions for e-voting are given in the enclosed e-voting instruction slip.

Registered Office:
10/24, Kumara Krupa Road
High Grounds
Bangalore - 560 001
Date: August 7, 2014

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

Ashok Sharma
Company Secretary

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

ITEM NO.5

The tenure of Sri. A.K. Himatsingka, as a whole time director designated as Vice-Chairman of the Company expired on 31st March, 2014. Sri. A.K. Himatsingka informed the Board of the Company that due to his advancing years, he has offered himself for appointment as non-executive director of the Company and not for whole time involvement in the Company after the expiry of his term of office on 31.03.2014.

The Board at its meeting held on February 6, 2014 approved the appointment of Sri A.K.Himatsingka as Non-Executive Director of the Company liable to retire by rotation with effect from April 1,2014.

Appointment of Mr.A.K.Himatsingka as a Non-Executive Director requires approval of the shareholders of the Company. The Board recommends the resolution for adoption.

The following persons are interested in the resolution:

Sl.No.	Name	Relationship with Company	Nature of Interest
1.	Sri. A K Himatsingka	Director & Member	Self
2.	Smt. Leela Devi Himatsingka	Member	Relative
3.	Sri. Aditya Himatsingka	Director & Member	Relative
4.	Sri. Amitabh Himatsingka	Member	Relative
5.	Smt. Ranjana Himatsingka	Member	Relative
6.	Sri. D.K.Himatsingka	Director & Member	Relative
7.	Smt. Rajshree Himatsingka	Member	Relative
8.	Smt. Vidya Lath	Member	Relative
9.	Smt. Shyama Poddar	Member	Relative
10.	Smt. Sarala Jalan	Member	Relative
11.	Smt. Mira Budhia	Member	Relative

Except above, none of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is interested in this resolution.

ITEM NO.6

The tenure of Sri. D.K. Himatsingka as Managing Director of the Company expired on 31st March, 2014. The Board of Directors at their Board Meeting held on 6th February, 2014, approved the reappointment of Sri. D.K. Himatsingka for a further term of 5 years w.e.f. 1st April, 2014 subject to the approval of the Shareholders of the Company. The remuneration of Sri D.K. Himatsingka was approved by the Remuneration Committee of the Company at its meeting held on February 6, 2014. The Reappointment and Remuneration payable to Sri D.K. Himatsingka has to be approved by the Company in general meeting and hence, the resolution as per item 6 is placed for your approval.

The monthly salary payable to Sri. D.K. Himatsingka has been increased from ₹4,62,000/- per month to ₹5,00,000-50,000-7,00,000 on the stated time scale with effect from the date of his re-appointment. Consequently the salary related perquisites, such as, Provident/ Pension Fund, Gratuity etc., will also increase accordingly.

In view of the increased business activity of the Company and in recognition of the valuable contribution of the Managing Director, enhanced remuneration and perquisites have been recommended, as allowed under Schedule V of the Companies Act, 2013.

Considering the background, competence and experience of Mr. D K Himatsingka and also his association with the Himatsingka Group and compared to the remuneration packages of similarly placed personnel of other corporate bodies in the country, the term of his remuneration as set out in the resolution are considered to be fair, just and reasonable.

The draft of the contract of service to be entered into with Sri. D.K. Himatsingka is open for inspection, at the registered office of the Company, during the business hours on any working day.

Appointment of Managing Director and payment of remuneration, require the approval of shareholders, by an Ordinary Resolution. The Board recommends the resolution for adoption.

The following persons are interested in the resolution:

S.No.	Name	Relationship with Company	Nature of Interest
1.	Sri. D.K.Himatsingka	Director & Member	Self
2.	Sri. A K Himatsingka	Director & Member	Relative
3.	Smt. Rajshree Himatsingka	Member	Relative
4.	Sri. Shrikant Himatsingka	Director & Member	Relative
5.	Smt. Priyadarshini Himatsingka	Member	Relative
6.	Smt. Vidya Lath	Member	Relative
7.	Smt. Shyama Poddar	Member	Relative
8.	Smt. Sarala Jalan	Member	Relative
9.	Smt. Mira Budhia	Member	Relative
10.	D.K.Himatsingka (HUF)	Member	Relative

Except above, none of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is interested in this resolution.

Item No. 7.

The current tenure of Sri. Aditya Himatsingka as an Executive Director of the Company expired on 1st June, 2014. At the meeting of the Board of Directors of your Company held on 15th May, 2014, Sri. Aditya Himatsingka has been re-appointed for a further term of 5 years w.e.f. 2nd June, 2014. The re-appointment as well as the remuneration payable to him has to be approved by the Company in general meeting and hence, the resolution as per item 7. is placed for your approval.

The monthly salary payable to Sri. Aditya Himatsingka has been increased from ₹2,31,000/- per month to ₹2,55,000 - 25,500.- 3,57,000 on the stated time scale with effect from the date of his re-appointment. Consequently the salary related perquisites, such as, Provident/ Pension Fund, Gratuity etc., will also increase accordingly.

In view of the increased business activity of the Company and in recognition of the valuable contribution of the Executive Director, enhanced remuneration and perquisites have been recommended, as allowed under Schedule V of the Companies Act, 2013.

Considering the background, competence and experience of Mr. Aditya Himatsingka and also his association with the Himatsingka Group and compared to the remuneration packages of similarly placed personnel of other corporate bodies in the country, the term of his remuneration as set out in the resolution are considered to be fair, just and reasonable.

The draft of the contract of service to be entered into with Sri. Aditya Himatsingka, is open for inspection, at the registered office of the Company, during the business hours on any working day.

Appointment of Executive Director and payment of remuneration, require the approval of shareholders, by an Ordinary Resolution. The Board recommends the resolution for adoption.

The following persons are interested in the resolution:

S.No.	Name	Relationship with Company	Nature of Interest
1.	Sri. Aditya Himatsingka	Director & Member	Self
2.	Sri. A K Himatsingka	Director & Member	Relative
3.	Smt. Leela Devi Himatsingka	Member	Relative
4.	Smt. Ranjana Himatsingka	Member	Relative
5.	Sri. Amitabh Himatsingka	Member	Relative
6.	Sri. Anuradha Himatsingka	Member	Relative
7.	Sri. Vikram Himatsingka	Member	Relative

Except above, none of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is interested in this resolution.

Item No. 8.

The shareholders, in their meeting held on 23rd September, 2009, had approved payment of commission to Directors other than the Managing Director/Whole Time Directors, for a period of five years with effect from 1st April, 2009, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956. Since the period has expired on 31st March, 2014, it is proposed to seek approval from shareholders for payment of commission for a further period of five years w.e.f. 1st April, 2014. The commission will be distributed amongst all or some of the Directors, other than Managing/ Whole time Directors, in accordance with the directions given by the Board. Payment of commission to Directors requires the approval of shareholders by a special resolution. The Board recommends the resolution for adoption.

Except the Directors other than the Managing /Whole time Directors, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel are interested in this resolution.

Item No. 9.

Under Section 180(1)(c) of Companies Act, 2013 and the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors cannot, except with the consent of the Company in General Meeting, borrow monies apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say reserves not set apart for any specific purpose.

As per the Ministry of Corporate Affairs Circular No. 04/2014 dated 25/03/2014 the resolution passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to the borrowings (subject to the limits prescribed) will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act 2013, for a period of one year from the date of notification of Section 180 of the Act i.e 11.09.2014. The loan outstanding as on date are within the limits prescribed under Section 180 of the Companies Act, 2013.

In view of this circular the approval of the members under Section 293 (1) (d) given on 05/01/2005 is valid upto 11.09.2014. Accordingly, The Directors recommended the Resolution for adoption.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is interested in this resolution.

Item No. 10.

With a view to augment long term financial resources for funding its growth, meeting working capital requirements, reducing the debt of the company and/or for general corporate purposes, the Company proposes to raise an amount not exceeding ₹300 Crores (Rupees Three Hundred Crores). This amount will be raised by way of issue of further Equity Shares against either of Qualified Institutions Placements (QIPs), Right Issues, Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs), and / or convertible bonds, debentures and / or any other securities fully or partly convertible into or exchangeable with Equity Shares and / or other securities convertible into Equity Shares at the option of the Company and / or the holder(s) of such securities and / or securities linked to Equity Shares and / or securities with or without detachable / non-detachable warrants and / or warrants with a right exercisable by the warrant holders to subscribe to Equity Shares and / or any instruments which would be converted into / exchanged with Equity Shares at a later date (collectively "Securities").

The proposed Special Resolution seeks the enabling authorization of the Members of the Company for the Board of Directors, without the need of any further approval from the Members, to undertake the issue of such Securities in accordance to applicable laws and subject to consents of concerned governmental and regulatory authorities. Pursuant to above the Board may, in one or more tranche(s), issue and allot equity shares and Securities on such date as may be determined by the Board.

Section 42 and Section 62 of the Companies Act, 2013 and the Listing Agreement entered with the Stock Exchanges provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to persons who on the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorization of the Members to the Board of Directors to make the proposed issue of the Securities, in consultation with

Lead Managers, Legal Advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provision of rules, regulations or guidelines.

The Board of Directors accordingly recommends the resolution set out in Item No. 10 of the accompanying notice for the approval of the shareholders.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is interested in this resolution.

Registered Office:
10/24, Kumara Krupa Road
High Grounds
Bangalore - 560 001
Date: August 7, 2014

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

Ashok Sharma
Company Secretary

Additional Information on Directors Recommended for Appointment or seeking Election at the Annual General Meeting.

The following paragraphs provide biographical data about the Directors seeking re-election or recommended for appointment as a Director.

Sri. Shrikant Himatsingka, Age 34, has been a Director of the Company since June 2003. He has obtained a degree of Bachelor of Science in Economics from the Leonard Stern School of Business, New York University. His subject majors included Financial Accounting, Management and organizational behaviour. He is a member of Risk Management Committee and QIP Committee. He is a Director of Himatsingka Wovens Pvt Ltd, Priya Resources Ltd, Credit Himatsingka Pvt Ltd, Twill & Oxford LLc, Dubai, Giuseppe Bellora SpA, Italy, Himatsingka America Inc, USA, Himatsingka Singapore Pte Ltd, Singapore, Divatex Home Fashion Inc., USA and DWI Holdings Inc., USA Mr. Shrikant Himatsingka holds 66,80,964 Equity shares in the Company.

Sri. A.K. Himatsingka, Age 74 is one of the first Directors of the Company. He has obtained a degree of Bachelor of Commerce from Calcutta University. He is a member of Share Transfer Committee, Investors Grievance Committee, Investment Committee, Corporate Social Responsibility Committee and Merger & Acquisition Committee of the Board. He is a Director of Bihar Mercantile Union Ltd, Maud Tea & Seeds Company Ltd, Priya Resources Ltd, Awdhan Trading Company Ltd, Orient Silk Pvt. Ltd and Himatsingka America Inc., USA. Sri A.K Himatsingka holds 25,60,675 Equity shares in the Company.

Sri. D.K. Himatsingka, Age 65 is the Managing Director & CEO of the Company. He received a Bachelor of Arts from Calcutta University with honors in Economics. He is responsible for the overall management of the Company. Under his able leadership, the Company has grown from strength to strength. His visionary emphasis in style and designing of fabrics has led him to be known as an innovative producer of silk fabrics in the industry circles. He is a member of the Share Transfer Committee, Investment Committee, Mergers & Acquisition Committee, Corporate Social Responsibility Committee and QIP Committee of the Board. He is Director of Bihar Mercantile Union Ltd, Orient Silk Pvt Limited, Himatsingka Wovens Pvt Ltd, Himatsingka America Inc., USA, Twill & Oxford LLc, Dubai, Giuseppe Bellora SpA, Italy, Divatex Home Fashion Inc., USA and DWI Holdings Inc., USA. Mr. D.K. Himatsingka holds 1,11,35,424 Equity shares in the Company.

Sri. Aditya Himatsingka, Age 50 is the Executive Director of the Company. Having Completed his Studies from Philadelphia College of Textiles, USA, he joined the Company in 1987. He was appointed as an Executive Director of the Company in June, 1994. He has been associated with the silk industry of over 27 years and is experienced in administration and sales. He is responsible for the customer relations and sales of fabrics. He is member of the Share Transfer Committee, Risk Management Committee and QIP Committee of the Board. He is a Director of Bihar Mercantile Union Ltd, Credit Himatsingka Pvt Ltd, Aditya Resources Ltd, Awdhan Trading Company Ltd & Lakshmi Machine Works Ltd. Mr. Aditya Himatsingka holds 29,78,200 Equity shares in the Company.

Himatsingka Seide Limited

CIN No: L17112KA1985PLC006647
10/24, Kumara Krupa Road, High Grounds, Bangalore - 560 001.
Email: investors@himatsingka.com
Phone: 080 2237 8000, Fax No: 080 4147 9384

Folio No. /DP ID/ Client ID :
Name :
Address :

Serial No:

Joint Holder(s) :

No. of Shares held :

Dear Shareholder(s)

Please find enclosed the Notice convening the 29th Annual General Meeting of the Himatsingka Seide Limited (the Company) to be held on 23rd September, 2014 at 02.00 PM at The LaLiT Ashok Bangalore, Kumara Krupa Road, High Grounds, Bangalore - 560 001.

The Company is offering e-voting facility to its Members enabling them to cast their votes 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 votes electronically pursuant to section 108 of the Companies Act, 2013 and Rule 20 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 as under:

A. For Members who receive notice of annual general meeting through email:

i. Launch internet browser by typing the URL: http://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password mentioned below). 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.

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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 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 Scrutiniser 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 Seide Limited, 29th Annual General Meeting".

B. For Members who receive the notice of annual general meeting in physical form :

i. User ID and initial Password as provided above.

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).

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 17.09.2014 (9.00 AM) and ends on 19.09.2014 (6.00 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 22.08.2014, may cast their votes electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further the Members who have cast their vote electronically shall not vote by way of poll, if held at the meeting.

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 22.08.2014.

V. The Board of Directors has appointed Mr. Prakash Kamath, Practicing Company Secretary as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutiniser 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) witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VII. The Results shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

VIII. The results declared along with the Scrutiniser'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 two (2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange , BSE Limited and Bangalore Stock Exchange Ltd.

Himatsingka Seide Limited

Registered Office :
10/24, Kumara Krupa Road, High Grounds, Bangalore - 560 001
CIN :L17112KA1985PLC006647

PROXY FORM

Registered Folio No. ..... No. of shares.....

Or

DP ID No. .....

Client ID No. .....

I/We .....

of ..... in the district of .....

hereby appoint ..... of .....

in the district of .....

or failing him ..... of .....

in the district of .....

as my/our proxy to vote for me/us on my/our behalf at the TWENTY NINTH ANNUAL GENERAL MEETING of the Company to be held on September 23, 2014 and at any adjournment thereof.

Re.1/- Revenue Stamp

Signed this ..... day of 2014

Signature.....

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

Himatsingka Seide Limited

Registered Office :
10/24, Kumara Krupa Road, High Grounds, Bangalore - 560 001
CIN :L17112KA1985PLC006647

ATTENDANCE SLIP

AGM - 23/09/2014

Registered Folio No. ..... No. of shares.....

Or

DP ID No. .....

Client ID No. .....

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company

I hereby record my presence at the TWENTY NINTH ANNUAL GENERAL MEETING of the Company at The LaLiT Ashok, Bangalore.

Member's / Proxy's name in BLOCK Letters: ----------

Member's / Proxy's Signature : ----------

Note : Please fill in this Attendance Slip and hand it over at the Entrance of the Meeting Hall.

Himatsingka Seide Limited

CIN: L17112KA1985PLC006647

Registered Office : 10/24, Kumara Krupa Road, High Grounds, Bangalore - 560 001
Phone: +91- 80- 2237 8000 Fax: +91- 80- 2237 8058 / 2237 8074
Email: hslblr@himatsingka.com Website: www.himatsingka.com

POSTAL BALLOT FORM

(in lieu of E-voting at the AGM)

29th Annual General Meeting - September 23, 2014

Name of Sole / First Member	
Name(s) of Joint Member(s), if any	
Registered Folio No./DP ID No./Client ID No.	
No. of shares held	

I/we hereby exercise my/ our vote in respect of Ordinary / 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 (✓)
Ordinary business				
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014	Ordinary		
2	Approve the dividend for the financial year ended March 31, 2014	Ordinary		
3	Re-appointment of Sri. Shrikant Himatsingka, Director retiring by rotation, has offered himself for re-appointment	Ordinary		
4	Re-appointment of Auditors of the Company	Ordinary		
Special business				
5	Appointment of Sri. A K Himatsingka as Non-Executive Director	Ordinary		
6	Re-appointment of Sri. D K Himatsingka as Managing Director	Ordinary		
7	Re-appointment of Sri. Aditya Himatsingka as Wholetime Director	Ordinary		
8	Approval of commission limit to Non-Executive Directors	Special		
9	Approval of borrowing limits under section 180(1)(c)	Special		
10	Approval to create, offer, issue and allot shares of the Company	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 Scrutiniser is 19.09.2014.

INSTRUCTIONS

01. In terms of Clause-35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Company for the AGM may send their assent or dissent in writing on the postal ballot Form. Accordingly, this postal ballot form is being provided as per Clause 35B of the Listing Agreement.

02. 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 Scrutiniser Mr. Prakash Kamath so as to reach him as per instruction 5 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.

03. 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.

04. Where the postal ballot form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorisations 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.

05. Duly completed postal ballot forms should reach the Scrutiniser not later than 6.00 p.m. on 19th September, 2014. Any postal ballot form received after this time and date will be treated as if the reply from the member has not been received.

06. 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 Scrutiniser not later than the time and date specified at Item No. 5 above.

07. Voting rights will be reckoned on the paid up value of shares registered in the name of the member on 9th September, 2014 which is the cut-off date fixed for this purpose.

08. There will be only one postal ballot form for every folio irrespective of the number of joint member(s).

09. A member need not use all the votes nor does he need to cast all the votes in the same way.

10. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.

11. Incomplete, unsigned or incorrect postal ballot forms will be rejected.

12. The date of AGM will be the deemed date of passing resolution(s) through e-voting / postal ballot. It may also be noted that,in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and postal ballot form. Accordingly, the results shall be declared in terms of Rules 20 or 21 of the Companies (Management and Administration) Rules 2014.

13. The right of vote under e-voting and postal ballot shall not be exercised by a proxy.