

## **NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 (the "Companies Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules") that Himachal Fibres Limited (the "Company") is seeking shareholders' consent to pass the proposed Resolutions set out below by way of Postal Ballot.

In terms of Section 110 of the Companies Act read with the Rules, the items of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its members in respect of the above matters through Postal Ballot. The Resolutions and the relevant Explanatory Statement setting out the material facts and the reasons for the Resolution(s) are appended along with a Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

Mr. Rajeev Bhambri, Practising Company Secretary, Ludhiana has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before 05.00 P.M. on 15.06.2015. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

### **E-Voting:**

The Company is pleased to provide e-voting facility also as an alternative for the members which would enable them for casting of votes electronically, instead of sending Physical Postal Ballot Form. E-voting is optional. Please read carefully and follow the instructions for e-voting as provided under the 'Notes' to this Notice. The voting period will commence from **9.00 A.M. of 16th May, 2015 and ends at 6.00 P.M. of 15th June, 2015**. The e-voting module shall be disabled for voting thereafter.

### **PROPOSED RESOLUTIONS:**

- 1) Shifting of Registered Office of the Company from Barotowala, State of Himachal Pradesh to Ludhiana, State of Punjab.**

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

**"RESOLVED** that pursuant to provisions of Sections 12, 13, 110 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013 and subject to confirmation of the Regional Director or any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of Himachal Pradesh to the State of Punjab and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

- II. The Registered Office of the Company is situated in the State of Punjab".**

**“RESOLVED FURTHER THAT** upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from Plot No. 43-44, Industrial Area, Barotowala, Himachal Pradesh – 174103 to 9-L, Model Town, Backside Hotel Chevron, Ludhiana - 141002, Punjab”.

**“RESOLVED FURTHER** that Mr. Rajeev Bhambri, Company Secretaries in Practice of Rajeev Bhambri & Associates, Ludhiana and Amit Sharma, Company Secretary be and are hereby jointly or severally authorised to prepare the petition and other related documents as required and submit the same to the Regional Director, Northern Region, Noida, attend hearings of the Board and comply with all other formalities which may be necessary in this regard to the proposed alteration of the Registered Office Clause of the Memorandum and are also authorized to make such statements, furnish such information and do such acts, deeds and things as may be necessary in relation to the said petition.”

**“RESOLVED FURTHER THAT** Board of Directors of the company And Sh. Amit Sharma, Company Secretary be and are hereby jointly or severally authorized to take such steps and to do such acts and deeds and make such applications/affidavits as may deem necessary, desirable or expedient to give effect to this Resolution.”

## **2) Approval for entering into contracts and/or agreements with Related Parties**

*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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associates Company or

any other transactions of whatever nature with related parties.

**RESLOVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary ,proper , expedient or incidental thereto for the purpose of giving effect to this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution”.

## **3) Appointment of Mr Gian Chand Thakur as Whole Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to Section 2(94),149,198 read with schedule V and other applicable provisions of the Companies Act, 2013 if any,(including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Company is be and hereby accorded for the appointment of Mr. GIAN CHAND THAKUR (DIN NO. 07006447), Director as whole time Director of the Company for a period of five year w.e.f. 01 October,2014 at consolidated remuneration of Rs. 60,000/- P.M. for a period of 3 years provided further that in case of inadequacy or no profits any of the aforesaid period, the minimum remuneration payable shall not exceed the limits prescribed in schedule V of the Act as amended from time to time with the liberty to board of directors including any committee thereof(the “board”) to revise, amend, alter and vary the terms and condition of his remuneration in such manner as may be permitted in accordance with the provisions of Companies Act,2013 and schedule V or any modification thereto and as may be agreed to by and between the board and Mr. Gian Chand Thakur.

“RESOLVED FURTHER THAT the board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution.”

“RESOLVED THAT in pursuance to the provisions of the Factories Act, 1948, Environmental & Pollution Control Laws, applicable Economic Legislations, Labour Laws, all other statutory departments and all other applicable provisions, if any of the Companies Act, 2013, consent of the Company be and is hereby accorded to the appointment of Mr Gian Chand Thakur, Whole-time director of the company as an “Occupier” under the Factories Act and all other Acts, for the following Manufacturing Units- **Manufacturing Unit: Plot No. 43-44, Industrial Area, Barotiwala, Distt. Solan (H.P)**

“RESOLVED FURTHER THAT Mr Gian Chand Thakur be and is hereby authorized to do all such act deeds & things as may be required under the Factories Act, 1948, Environmental & Pollution Control Laws, applicable Economic Legislations, Labour Laws and all other statutory departments including signing of application, documents, forms required to be submitted to the concerned departments and authorities and to honour the duties & responsibilities of an occupier.”

**By Order of the Board  
For Himachal Fibres Limited**

Sd/-

**(Amit Sharma)**

Company Secretary

Place: Ludhiana

Date: 13th May, 2015

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given hereto below. All documents referred to in the accompanying notice and the explanatory statement is open for inspection at the registered office of the Company on all working days between **11.00 A.M. and 1.00 P.M. up to 15th June, 2015.**
2. The Notice is being sent to all the Members of the Company by post and electronically (e-mail) to those members who have registered their e-mail ID with the Company/ Depositories, whose names appear in the Register of Members / record of Depositories as on the close of business hours on **Friday, 08th May, 2015** (cutoff date). The Notice of Postal Ballot will also be available on the Company's

Website [www.shivagroup.info](http://www.shivagroup.info).

3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on cut-off date.
4. Members who have not received Postal Ballot Notice/ Forms, or the member received it by e-mail and who wish to vote through Physical Postal Ballot Form, may send requests to the Company's email [corporate@shivagroup.info](mailto:corporate@shivagroup.info) for obtaining Postal Ballot Form.
5. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case of receiving vote through dual mode, the vote cast through e-voting shall only be considered.
6. Please update your email address with your Depository Participant/Company/RTA to ensure that Communication i.e. Notices, Annual Report etc shall reach you on your preferred email. The members, if they desire, may write to the Company to obtain the physical copy of the documents.
7. The members may address their queries/ grievances in respect to voting by postal ballot including e-voting to Company Secretary at the registered office of the Company or at [corporate@shivagroup.info](mailto:corporate@shivagroup.info) . In case you have any queries or issues regarding e-voting, please refer point 8(xviii).
8. Instructions for Members for voting electronically are as under:
  - i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii. Click on “Shareholders” tab.
  - iii. 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: Folio Number registered with the Company
  - iv. Next enter the Captcha (Verification) Code as displayed and Click on Login.
  - v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vi. 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"> <li>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 last 8 digits of the sequence number (given where shareholders’ address is printed on the envelop) in the PAN Field.</li> <li>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.</li> </ul>
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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 Demat Account Folio Number in the Dividend Bank Details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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 mandatory 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.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for **Himachal Fibres Limited**.
- xi. 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.
- xii. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. 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.
- xvii. Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- xviii. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

**ITEM NO. 1**

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Himachal Pradesh. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Himachal Pradesh. All the Key Managerial Personnel are based at Ludhiana. Moreover the Accounting and other records are maintained at the corporate office is at Ludhiana. Therefore, it is proposed to shift the Registered Office of the company from State of Himachal Pradesh, to State of Punjab. It is proposed to locate the Registered Office at 9-L, Model Town, Backside Hotel Chevron, Ludhiana - 141002. The shifting of Registered Office from Himachal Pradesh to Punjab will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever. In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Central Government.

The Board commends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

**ITEM NO. 2**

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transaction mentioned under aforesaid resolution, which are not in the ordinary course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of a special resolution. Though, your Company always seeks to enter

into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

The proposal outlined above is in the interest of the Company and the Board re-commends the resolution set out in the accompanying Notice as special resolution.

**Name of Related Party Name of Directors/ KMP who is related and nature of Interest Particulars of the Contract and relevant information and relevant information (In Rs.)**

Name of Related Party	Name of Directors/ KMP who is related and nature of Interest	Particulars of the Contract and relevant information	Yearly Monetary Value (In Rs.)
M/s Shiva Texfabs Limited	1. Mr. Akhil Malhotra (managing Director) 2. Mr. Mayank Malhotra (Managing Director) 3. Mr. Sushil Kumar singla (Independent Director) 4. Mr. Rakesh Kumar Sharma ( Whole Time director) 5. Mr. surender Nath Kapoor (director)	Sale, purchase or supply of goods, material or services including Job work and Lease of immovable property goods, material or services	Upto Rs. 120 Crore
M/s Shiva Speciality Yarns Ltd	1. Mr. Akhil Malhotra (managing Director) 2. Mr. Mayank Malhotra (Managing Director) 3. Mr. Sushil Kumar singla (Independent Director) 4. Mr. Dinesh Kumar Sharma ( Whole Time director)	Sale, purchase or supply of goods, material or services including Job work and Lease of immovable property	Upto Rs. 20 Crore
Shiva Spin N Knit Ltd	1. Mr. Akhil Malhotra (director) 2. Mr. Mayank Malhotra (Director) 3. Mr. Laxman Singh (Whole Time Director)	Sale, purchase or supply of goods, material or services including Job work and Lease of immovable property	Upto Rs. 20 Crore

<b>Yogindera Worsted Limited</b>	1. Mr. Mayank Malhotra (Managing Director) 2. Mr. Akhil Malhotra (Director) 3. Mr. Sushil Kumar singla (Director) 4. Mr. Vijay Goyal (Whole Time Director)	Lease of immovable property	Upto Rs. 40 crore
<b>Indian Yarn Ltd</b>	1. Mr. Akhil Malhotra (Director) 2. Mr. Mayank Malhotra (Director) 3. Mr. Sham Lal Bansal (Nominee Director) 4. Mr. Anoop Kumar Sud (Nominee Director) 5. Mr. Devendra Kumar Verma (Whole Time Director)	Sale, purchase or supply of goods, material or services including Job work and Lease of immovable property	Upto Rs. 20 crore
<b>K.K Fibres Ltd</b>	1. Mr. Akhil Malhotra (Director) 2. Mr. Mayank Malhotra (Director) 3. Mr. Suresh Kumar Sharma (whole Time Director)	Sale, purchase or supply of goods, material or services including Job work and Lease of immovable property	Upto Rs. 20 lacs
<b>Mr. Akhil Malhotra</b>	-----	Sale, purchase or supply of goods, material or services including Job work and Lease of immovable property	Upto Rs. 15 lacs

### ITEM NO. 3

Considering the recommendations of the Remuneration Committee/ Nomination & Remuneration Committee, the Board of Directors, in their meetings held on November 12, 2014 approved the appointment of Shri Gian Chand Thakur as Wholetime Director for a period of five year w.e.f. 01 October,2014 at consolidated remuneration of Rs. 60,000/- P.M. In case of inadequacy or no profits any of the aforesaid period, the minimum remuneration payable shall not exceed the limits prescribed in schedule V of the Act as amended from time to time with the liberty to board of directors including any committee thereof(the "board") to revise, amend, alter and vary the terms and condition of his remuneration in such manner as may be permitted in accordance with the provisions of Companies Act, 2013 and schedule V or any modification thereto and as may be agreed to by and between the board and Mr. Gian Chand Thakur.

Detailed profile of Sri Gian Chand Thakur is given as under :

- a) **Date of Birth** : 20/04/1972
- b) **Qualification** : P.G.(Public Administration)
- c) **Experience** : He has experience of 23 years in this industry and during his career in textile industry he has worked with Auro Spinning Mills, Arihant Industries Ltd, Birla Textile Mill, Indian yarn Ltd.
- d) **Other Directorship** : NIL
- e) **Shareholding** : NIL

**By Order of the Board  
For Himachal Fibres Limited**  
Sd/-

Place: Ludhiana  
Date: 13th May, 2015

**(Amit Sharma)**  
Company Secretary