

**HINDUSTAN GUM & CHEMICALS LIMITED**

Regd. Office:- Birla Colony, Bhiwani-127021 (Haryana)

CIN-U24299HR1962PLC007739

Telephone:- 01664-243891,92, Fax:- 01664-243813

Email:- [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com)

Website:- [www.hindustangum.com](http://www.hindustangum.com)

**NOTICE OF 61<sup>ST</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that 61<sup>st</sup> (Sixty First) Annual General Meeting of the Members of Hindustan Gum & Chemicals Limited will be held on Friday, the 22<sup>nd</sup> day of September 2023, at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023 and the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2023.
3. To appoint a Director in place of Mr. Dhanraj Bansal (DIN-00050612), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Manoj Khullar (DIN-06415392), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mrs. Manjari Ashok Kacker (DIN-06945359), who retires by rotation and, being eligible, offers herself for re-appointment.

Registered Office:

By order of the Board of Directors

For Hindustan Gum & Chemicals Limited

Birla Colony  
Bhiwani (Haryana)  
CIN: U24299HR1962PLC007739  
Email:- [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com)  
Website:- [www.hindustangum.com](http://www.hindustangum.com)

Sd/-  
Dhanraj Bansal  
(Director)  
DIN-00050612

**Date:-** June 27, 2023

**Place:-** Vadodara

**Notes:**

- i) The Ministry of Corporate Affairs (MCA) vide its Circular 20/2020 dated 5<sup>th</sup> May, 2020 read with circulars 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 03/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 and any amendment/ modification thereof issued by MCA (collectively referred to as “MCA Circulars”), has permitted the holding of Annual General Meeting (AGM) through VC/OAVM, **without the physical presence of the Members at a common venue**. In compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the 61<sup>st</sup> AGM of the Company is being held through VC/OAVM. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15<sup>th</sup> April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Birla Colony, Bhiwani – 127021 (Haryana).
- ii) As per the para 3(B)(x) of MCA Circular dated 8<sup>th</sup> April, 2020, the designated email will be ‘agm@hindustangum.com’. Members may additionally note that as member base of your Company is less than 50 (Fifty), the voting will be done by show of hands, unless a poll is validly demanded as per Section 109 of the Act or Chairman decides to conduct a poll. In case poll is conducted then all the members are required to send their vote only by sending emails through their email addresses registered with the Company, at designated email stated as hereinabove.
- iii) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Since the AGM will be held through VC/OAVM, the Attendance Slip and Route Map of the AGM are also not annexed to this Notice.**
- iv) Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting at the AGM are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) to the Company by email to [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com)
- v) The relevant details of the Directors seeking re-appointment as required by Secretarial Standard on General Meetings is annexed as **Annexure-A** to the Notice. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

- vi) In compliance with the aforesaid MCA Circulars, Notice of the AGM for the financial year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant(s). The Notice of AGM for the financial year 2022-23 will also be available on the Company's website at [www.hindustangum.com](http://www.hindustangum.com)
- vii) At the 60<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2022, the members had approved the re-appointment of Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) as Statutory Auditor of the Company to hold office for second term of 5 (five) consecutive years from the conclusion of that AGM till the conclusion of the 65<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027, subject to ratification of their appointment by Members at every Annual General Meeting. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting has been done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 15<sup>th</sup> September, 2017.
- viii) The dividend on the Ordinary Shares, if approved at the AGM, will be paid subject to deduction of tax at source, to the Members whose names appear in the Register of Members/list of Beneficial Owners as on 22<sup>nd</sup> September, 2023.
- ix) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ('IT Act'). To enable us to determine the appropriate TDS rates as applicable, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN) with their depositories (in case of shares held in demat mode) or with the Company/Registrar & Share Transfer Agent (RTA) (in case of shares held in physical mode) by sending the documents through email at [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com).
- x) The Company will arrange to email the soft copy of TDS certificate to the Members at their registered email ID in due course, post payment of the said Dividend. Members will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in>. The Company is sending email regarding this change in the IT Act as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.
- xi) Members holding shares in physical form are requested to notify to the Company through email at [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com) quoting their folio number, any change in their registered address along with a copy of any one of the address proof i.e. Voter Identity Card, Aadhaar Card, Electric/Telephone Bill, Driving Licence, Passport or Bank Statement and

any change in Bank mandate along with original cancelled cheque leaf/attested bank passbook showing name of the Account Holder. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their respective Depository Participant.

xii) **Instructions for attending the AGM through VC/OAVM are given below:-**

- a) Members will be able to attend the AGM through VC/OAVM through Microsoft Teams. The link for VC/OAVM will be provided through email/other modes.
- b) Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM.
- c) Members may join the Meeting through their Desktops/Laptops/Smartphones, etc. Further, Members will be required to use Internet with good speed to avoid any disturbance during the Meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- d) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- e) Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact at 01664-243891/92 or email at [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com)

xiii) **General Guidelines for shareholders**

- a) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Company as on 22nd September, 2023 only shall be entitled to avail the facility of voting.
- b) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

xiv) Statutory Registers and documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com).

**ANNEXURE 'A' TO ITEM NOS. 3 TO 5 OF THE NOTICE**

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance to Secretarial Standard on General Meetings] (As on 31st March, 2023)

	<b>01</b>	<b>02</b>
<b>Name of the Director</b>	<b>Mr. Dhanraj Bansal</b>	<b>Mr. Manoj Khullar</b>
<b>DIN</b>	00050612	06415392
<b>Date of Birth and Age</b>	01.08.1939 (83 years)	21.11.1970 (52 years)
<b>Nationality</b>	Indian	Indian
<b>Date of first appointment on the Board of Directors of the Company</b>	21.11.2008	20.02.2013
<b>Qualifications</b>	Master's Degree in Science from the Birla Institute of Technology & Science, Pilani	B.E. (Chemical Engineering) and MBA from Rotterdam School of Management
<b>Experience (including nature of expertise in specific functional areas) / Brief Resume</b>	Possesses rich and varied experience of over 60 years in various facets of cable and other industries including in the field of administration, production and marketing. His strengths also include strong relationship management, international alliances/tie ups and business development. He is actively associated with various cable industry forums in India & abroad and also served at the helm of all renowned power & telecommunication cables industry association(s) in India for several years.	Over 22 years of experience in Chemical Industry and in areas of Technical Manufacturing, Marketing and Management.
<b>Number of shares held in the Company</b>	Nil	Nil
<b>List of directorships held in other Companies *</b>	1. Vindhya Telelinks Limited 2. Birla Cable Limited 3. Birla Furukawa Fibre Optics Pvt. Ltd.	1. Solvay Specialities India Private Limited
<b>Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director</b>	<b>Chairman</b> (i) <b>Corporate Social Responsibility Committee of</b> - Birla Furukawa Fibre Optics Pvt. Ltd. <b>Member</b> (ii) <b>Nomination and Remuneration Committee of</b> - Hindustan Gum and Chemicals Ltd. - Vindhya Telelinks Ltd. (iii) <b>Stakeholders Relationship Committee of</b> - Vindhya Telelinks Ltd.	<b>Member</b> (i) <b>Audit Committee of</b> - Hindustan Gum and Chemicals Limited (ii) <b>Nomination and Remuneration Committee of</b> - Hindustan Gum and Chemicals Limited

<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	None
<b>Number of meetings of the Board attended during the year 2022-23 [Out of 4 (Four) held]</b>	3	4
<b>Terms and conditions of Appointment/ Re-appointment along with details of remuneration last drawn, if applicable</b>	<p>Liabie to retire by rotation</p> <p>No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof</p>	<p>Liabie to retire by rotation</p> <p>No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof</p>
<b>Details of Remuneration sought to be paid</b>	Entitled to Sitting Fees for attending Meeting of the Board and the Committee(s) thereof as fixed/may be fixed by the Board of Directors of the Company from time to time	Entitled to Sitting Fees for attending Meeting of the Board and the Committee(s) thereof as fixed/may be fixed by the Board of Directors of the Company from time to time

**ANNEXURE 'A' TO ITEM NOS. 3 TO 5 OF THE NOTICE**

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance to Secretarial Standard on General Meetings] **(As on 31st March, 2023)**

	<b>03</b>
<b>Name of the Director</b>	<b>Ms. Manjari Kacker</b>
<b>DIN</b>	06945359
<b>Date of Birth and Age</b>	17.04.1952 (71 years)
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board of Directors of the Company</b>	06.02.2015
<b>Qualifications</b>	Master's degree in chemistry and Diploma in Business Administration
<b>Experience (including nature of expertise in specific functional areas) / Brief Resume</b>	More than 42 years of experience in Taxation, Finance, Administration and Vigilance. She was the member of CBDT. She has also served as Functional Director (Vigilance and Security) in Air India and also represented India in International conferences.
<b>Number of shares held in the Company</b>	Nil
<b>List of directorships held in other Companies *</b>	1. Reliance Power Limited 2. DFL Technologies Pvt. Ltd. 3. Reliance Infrastructure Limited
<b>Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director</b>	<b>Chairperson</b> <b>(i) Audit Committee of</b> - Reliance Infrastructure Limited  <b>Member</b> <b>(i) Corporate Social Responsibility Committee of</b> - Reliance Infrastructure Limited - Reliance Power Limited <b>(ii) Audit Committee of</b> - Reliance Power Limited <b>(iii) Risk Management Committee of</b> - Reliance Infrastructure Limited - Reliance Power Limited <b>(iv) Nomination and Remuneration Committee of</b> - Reliance Infrastructure Limited - Reliance Power Limited <b>(v) Stakeholders Relationship Committee of</b> - Reliance Infrastructure Limited - Reliance Power Limited
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None
<b>Number of Meetings of the Board attended during the year 2022-23 [Out of 4 (Four) held]</b>	4
<b>Terms and conditions of Appointment/ Re-appointment along with details of remuneration last drawn, if applicable</b>	Liable to retire by rotation  No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof
<b>Details of Remuneration sought to be paid</b>	Entitled to Sitting Fees for attending Meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time

\* Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies / chambers.

Registered Office:

By order of the Board of Directors  
For Hindustan Gum & Chemicals Limited

Birla Colony  
Bhiwani (Haryana)  
CIN: U24299HR1962PLC007739  
Email:- [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com)  
Website:- [www.hindustangum.com](http://www.hindustangum.com)

Sd/-  
Dhanraj Bansal  
(Director)  
DIN-00050612

**Date:-** June 27, 2023

**Place:-** Vadodara