

HINDUSTAN GUM & CHEMICALS LIMITED

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

CIN-U24299HR1962PLC007739

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

Email:- bhiwani@hindustangum.com

Website:- www.hindustangum.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty Eighth Annual General Meeting of the Members of Hindustan Gum & Chemicals Limited will be held on Wednesday, the 23rd day of September 2020, at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:-

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March 2020 and the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Mukesh Malhotra (DIN-01131063), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. D R Bansal (DIN-00050612), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business


5. 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 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Laurent Thomas (DIN- 08610036) who was appointed as an Additional Director by the Board of Directors at its meeting held on February 28, 2020 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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By order of the Board of Directors


D. R. Bahsal
(Director)
DIN-00050612

Date:- 30th June, 2020

Place:- Vadodara

Notes:

- i) In view of the outbreak and continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its Circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars"), 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 provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. As per the para 3(B)(x) of MCA Circular dated 8th April, 2020, the designated email will be 'agm@hindustangum.com'.
- ii) 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.**
- iii) 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
- iv) The Statement pursuant to Section 102(1) of the Act, in respect of Item No. 5 which sets out details relating to Special Business at the Meeting and considered unavoidable by the Board, is annexed hereto and forms part of the Notice. The relevant details of the Director seeking re-appointment as required by Secretarial Standard on General Meetings is also annexed as **Annexure-A** to the Notice.
- v) In compliance with the aforesaid MCA Circulars, Notice of the AGM for the financial year 2019-20 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 2019-20 will also be available on the Company's website at www.hindustangum.com
- vi) At the 55th Annual General Meeting held on 15th September, 2017, the members had approved the appointment of Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) as Statutory

Auditor of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 60th Annual General Meeting of the Company to be held in the year 2022, 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 7th 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 15th September, 2017.

- vii) 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 23rd September, 2020.
- viii) 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.
- ix) 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.incometaxindiaefiling.gov.in>. The Company had already sent 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.
- x) Members holding shares in physical form are requested to notify to the Company through email at 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.

xi) 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.
- 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.

xii) General Guidelines for shareholders

- a) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 23rd September, 2020.
- b) 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 23rd September, 2020 only shall be entitled to avail the facility of voting.
- c) 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.

xiii) 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 5

Mr. Laurent Thomas (DIN- 08610036) was appointed as Additional Director by the Board of Directors of the Company with effect from February 28, 2020. As per Section 161 of the Companies Act, 2013 a person who has been appointed as Additional Director in Board Meeting shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Consequently, Mr. Laurent Thomas holds office up to the date of this Annual General Meeting.

The Company has received a Notice from a Member in writing under Section 160 of the Act, proposing candidature of Laurent Thomas for the office of Director.

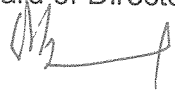
The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for the appointment of Mr. Laurent Thomas as a Director, liable to retire by rotation.

Except Mr. Laurent Thomas, being an appointee, none of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

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By order of the Board of Directors


D. R. Bansal
(Director)
DIN-00050612

Date:- 30th June, 2020

Place:- Vadodara

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, 2020)

	01	02
Name of the Director	Mr. Mukesh Malhotra	Mr. Dhanraj Bansal
DIN	01131063	00050612
Date of Birth and Age	29.08.1963 (57 years)	01.08.1939 (81 years)
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	22.06.2017	21.11.2008
Qualifications	Chartered Accountant	Master's Degree in Science from the Birla Institute of Technology & Science, Pilani
Experience (including nature of expertise in specific functional areas) / Brief Resume	Over 30 years' experience in managing and leading businesses in the diverse field of Industrial products, Automotive components and since last 8 years in Specialty Chemicals. Prior to moving to the industry, he was a Management Consultant for 8 years. Turning around businesses, setting up Greenfield projects, joint ventures and managing M&A has been the key elements in his career.	Possesses rich and varied experience of over 57 years in various facets of cable and other industries including in the field of administration, production and marketing. His strength also includes 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.
Number of shares held in the Company	Nil	Nil
List of directorships held in other Companies *	1. Solvay Specialities India Private Limited 2. Cytec India Specialty Chemicals & Materials Private Limited 3. Catasynth Speciality Chemicals Private Limited 4. EBG Federation 5. Indo-Belgian Luxembourg Chamber of Commerce and Industry	1. Vindhya Telelinks Limited 2. Birla Cable Limited 3. Birla Furukawa Fibre Optics Pvt. Ltd.
Chairman/Member of the Committees of the Boards of the companies in which he/she is Director	None	Chairman (i) Corporate Social Responsibility Committee of - Vindhya Telelinks Ltd. - Birla Cable Ltd. - Birla Furukawa Fibre Optics Pvt. Ltd. Member (i) Nomination and Remuneration Committee of - Hindustan Gum and Chemicals Ltd. - Vindhya Telelinks Ltd. - Birla Cable Ltd. (ii) Stakeholders Relationship Committee of - Vindhya Telelinks Ltd. - Birla Cable Ltd.

Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the year 2019-20 [Out of 4 (Four) held]	4	4
Terms and conditions of Appointment/Re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	<p>Liable to retire by rotation</p> <p>No remuneration except Sitting fees for attending Meeting(s) of Board of Directors.</p>	<p>Liable to retire by rotation</p> <p>No remuneration except Sitting fees for attending Meeting(s) of Board of Directors.</p>
Details of Remuneration sought to be paid	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.	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.

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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, 2020)

	03
Name of the Director	Mr. Laurent Thomas
DIN	08610036
Date of Birth and Age	14.05.1974 (46 years)
Nationality	France
Date of first appointment on the Board of Directors of the Company	28.02.2020
Qualifications	Master's degree in Engineering from ENSTA in Paris, France
Experience (including nature of expertise in specific functional areas) / Brief Resume	Over 19 years of experience in transformation initiatives encompassing strategy, marketing, commercial excellence, global supply chain, industrial strategy, M&A. He is currently Global Executive VP for the Oil & Gas Market of Novecare business of Solvay.
Number of shares held in the Company	Nil
List of directorships held in other public companies *	Nil
Chairman/Member of the Committees of the Boards of the companies in which he/she is Director	None
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2019-20 [Out of 4 (Four) held]	1
Terms and conditions of Appointment/Re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	<p>Liable to retire by rotation</p> <p>No remuneration except Sitting fees for attending Meeting(s) of Board of Directors.</p>
Details of Remuneration sought to be paid	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.

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By order of the Board of Directors



D. R. Bansal
(Director)
DIN-00050612

Date:- 30th June, 2020

Place:- Vadodara