

**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 62<sup>ND</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that 62<sup>nd</sup> (Sixty Second) Annual General Meeting of the Members of Hindustan Gum & Chemicals Limited will be held at Registered Office of the Company at Birla Colony, Bhiwani – 127021 on Monday, the 24th day of June 2024, at 11:00 A.M. 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 2024 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 2024.
3. To appoint a Director in place of Mr. Ronald Alan Lehman (DIN-09186872), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jean Guy Le Helloco (DIN-09171586), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Mohammed Hossain Beyad (DIN-00897567), who retires by rotation and, being eligible, offers himself for re-appointment.

**Special Business:**

6. 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. Kailash Chand Mittal (DIN-00049841) who was appointed as an Additional Director w.e.f. 01<sup>st</sup> April 2024 by the Board of Directors at its meeting held on 21<sup>st</sup> March 2024 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received Notice in writing from Member(s) 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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7. 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. Shashank (DIN-01569514) who was appointed as an Additional Director w.e.f. 01<sup>st</sup> April 2024 by the Board of Directors at its meeting held on 21<sup>st</sup> March 2024 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received Notice in writing from Member(s) 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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Website:- [www.hindustangum.com](http://www.hindustangum.com)

**Date:-** 28<sup>th</sup> May 2024  
**Place:-** Bhiwani

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



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Ankur Khetan  
GM (Accounts & Finance) and  
Company Secretary  
Membership No.- ACS45384



**Notes:**

- i) **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.** Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
- ii) A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
- iii) Members/Proxies are requested to bring the Attendance Slip duly filled in and signed for attending the Meeting.
- iv) Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- v) 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 License, 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.
- vi) Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to attend Annual General Meeting through their authorized representatives are requested to send to the Company, a certified copy of the relevant Board Resolution/Authority letter/Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
- vii) The Statement pursuant to Section 102(1) of the Act, in respect of Item Nos. 6 and 7 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 Directors seeking appointment/re-appointment as required by Secretarial Standard on General Meetings is also annexed as **Annexure-A** to the Notice. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

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- viii) During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. Statutory Registers and documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during business hours between 10 A.M. to 12 Noon on any working day excluding Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.
- ix) The Notice of the AGM along with the Attendance Slip, Proxy Form, Route Map of the venue of the Meeting and Electronic copy of the Annual Report are being sent to all the Members whose email IDs are registered with the company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com) mentioning your folio/DP ID and Client ID. The Notice of AGM for the financial year 2023-24 will also be available on the Company's website at [www.hindustangum.com](http://www.hindustangum.com).
- x) 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.
- xi) The dividend on the Ordinary Shares as recommended by the Board, 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 24<sup>th</sup> June 2024.
- xii) 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).

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- xiii) 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.
- xiv) **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 24<sup>th</sup> June 2024 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.
  - c) The voting rights of the Members shall be in proportion to their shares in the paid up capital of the Company as on 24<sup>th</sup> June 2024.
- xv) Route map to the venue of the Meeting is provided at the end of the Notice.





## **ANNEXURE TO THE NOTICE**

### **ITEM NO. 1 OF THE NOTICE**

The Board of Directors in their meeting held on 21st March 2024 have considered and approved the transfer of an amount of Rs. 27,500.00 lakhs from General Reserve to Retained Earnings which can be utilised for the payment/declaration of dividend and would be considered as dividend declared/paid out of the Profits of the Company. (Refer note 32 to the Financial Statements for the year ended on 31<sup>st</sup> March 2024)

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS IN THE NOTICE:**

The following Explanatory Statement sets out all material facts relating to Special Business proposed to be transacted under Item Nos. 6 & 7 of the accompanying Notice:

#### **Item No. 6**

Based on the recommendation of the Nomination and Remuneration Committee in its meeting held on 20<sup>th</sup> March 2024, Mr. Kailash Chand Mittal (DIN-00049841) was appointed as an Additional Director w.e.f. 01<sup>st</sup> April 2024 by the Board of Directors at its meeting held on 21<sup>st</sup> March 2024. 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. Kailash Chand Mittal holds office up to the date of this Annual General Meeting.

The Company has received Notice from Member(s) in writing under Section 160 of the Act, proposing candidature of Mr. Kailash Chand Mittal for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice for the appointment of Mr. Kailash Chand Mittal as a Director, liable to retire by rotation.

Except Mr. Kailash Chand Mittal, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 6.

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**Item No. 7**

Based on the recommendation of the Nomination and Remuneration Committee in its meeting held on 20<sup>th</sup> March 2024, Mr. Shashank (DIN-01569514) was appointed as an Additional Director w.e.f. 01<sup>st</sup> April 2024 by the Board of Directors at its meeting held on 21<sup>st</sup> March 2024. 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. Shashank holds office up to the date of this Annual General Meeting.

The Company has received Notice from Member(s) in writing under Section 160 of the Act, proposing candidature of Mr. Shashank for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mr. Shashank as a Director, liable to retire by rotation.

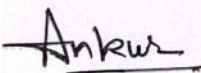
Except Mr. Shashank, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 7.

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**Date:-** 28<sup>th</sup> May 2024  
**Place:-** Bhiwani

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





Ankur Khetan  
SM (Accounts & Finance) and  
Company Secretary  
Membership No.- ACS45384



**ANNEXURE 'A' TO ITEM NOS. 3 TO 7 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, 2024)

	<b>01</b>	<b>02</b>
<b>Name of the Director</b>	<b>Mr. Ronald Alan Lehman</b>	<b>Mr. Jean Guy Le Helloco</b>
<b>DIN</b>	09186872	09171586
<b>Date of Birth and Age</b>	09.09.1958 (65 years)	11.03.1968 (56 years)
<b>Nationality</b>	US	French
<b>Date of first appointment on the Board of Directors of the Company</b>	30.06.2021	30.06.2021
<b>Qualifications</b>	BS ChE (with highest honors) from Georgia Institute of Technology and BS Chem from Juniata College	Ph.D in Electrochemical Processing, INPG Grenoble (France) and Texas A&M University (USA) and Master degree in Chemical Engineering, Ecole Nationale Supereure de Chimie de Paris (ENSCP)
<b>Experience (including nature of expertise in specific functional areas) / Brief Resume</b>	Over 28 years of experience in a rapid progression of more responsible management and leadership positions in the chemical industry with a consistent record of delivering results.	More than 28 years of experience in areas of industrial and business development.
<b>Number of shares held in the Company</b>	Nil	Nil
<b>List of directorships held in other Companies *</b>	Nil	Nil
<b>Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director</b>	Nil	Nil
<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 2023-24 [Out of 4 (Four) held]</b>	4	4
<b>Terms and conditions of Appointment/ Re-appointment along with details of remuneration last drawn, if applicable</b>	<p>Liable 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>Liable 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

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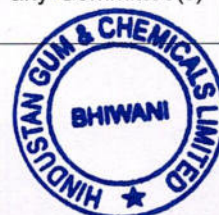


**ANNEXURE 'A' TO ITEM NOS. 3 TO 7 OF THE NOTICE**

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, 2024)

	<b>03</b>	<b>04</b>
<b>Name of the Director</b>	<b>Mr. Mohammed Hossain Beyad</b>	<b>Mr. Kailash Chand Mittal</b>
<b>DIN</b>	00897567	00049841
<b>Date of Birth and Age</b>	28.11.1950 (68 years)	23.05.1938 (86 years)
<b>Nationality</b>	United States	Indian
<b>Date of first appointment on the Board of Directors of the Company</b>	13.06.2003	03.12.2013
<b>Qualifications</b>	Ph.d. in Chemical Engineering	Post Graduate (Mathematics)
<b>Experience (including nature of expertise in specific functional areas) / Brief Resume</b>	29 years' experience in Marketing & Purchasing.	Possess rich and varied experience of over 60 years in the field of insurance, banking and other industries. He was the first member of IRDA. He was the Chairman of GIC with the responsibility of handling the investment portfolio of the entire non-life insurance industry. He also served as CMD of Orient Insurance Co. Ltd. and MD of Birla Corporation Limited.
<b>Number of shares held in the Company</b>	Nil	Nil
<b>List of directorships held in other Companies *</b>	Nil	1. Global Insurance Brokers Private Limited
<b>Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director</b>	<b>Member</b> (i) Corporate Social Responsibility Committee of - Hindustan Gum & Chemicals Limited	<b>Chairman</b> (i) Audit Committee of - Hindustan Gum & Chemicals Limited (till 31 <sup>st</sup> March 2024) (ii) Nomination & Remuneration Committee of - Hindustan Gum & Chemicals Limited (till 31 <sup>st</sup> March 2024)  <b>Member</b> (i) Corporate Social Responsibility Committee of - Hindustan Gum & 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 2023-24 [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>	Liable to retire by rotation No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof	Liable to retire by rotation No remuneration except Sitting fees for attending Meeting(s) of Board of Directors and / or any Committee(s) thereof

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<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
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	05
<b>Name of the Director</b>	<b>Mr. Shashank</b>
<b>DIN</b>	01569514
<b>Date of Birth and Age</b>	27.07.1944 (80 years)
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board of Directors of the Company</b>	13.06.2007
<b>Qualifications</b>	M.Sc. Physics
<b>Experience (including nature of expertise in specific functional areas) / Brief Resume</b>	Former Foreign Secretary of Government of India.
<b>Number of shares held in the Company</b>	Nil
<b>List of directorships held in other Companies *</b>	Nil
<b>Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director</b>	<b>Member</b> (i) <b>Audit Committee of</b> - Hindustan Gum & Chemicals Limited (till 31 <sup>st</sup> March 2024)  (ii) <b>Nomination &amp; Remuneration Committee of</b> Hindustan Gum & Chemicals Limited (till 31 <sup>st</sup> March 2024)
<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 2023-24 [Out of 4 (Four) held]</b>	3
<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 Committee(s) 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  
 For Hindustan Gum & Chemicals Limited

*Ankur*

Ankur Khetan  
 GM (Accounts & Finance) and  
 Company Secretary  
 Membership No.- ACS45384



## Route Map to “Hindustan Gum & Chemicals Limited”, Birla Colony, Bhiwani - 127021

