

**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 60<sup>TH</sup> ANNUAL GENERAL MEETING**

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**NOTICE** is hereby given that 60<sup>th</sup> (Sixtieth) 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 26<sup>th</sup> day of September 2022, at 10:30 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 2022 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, 2022.
3. 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.
4. To appoint a Director in place of Mr. Harsh V. Lodha (DIN- 00394094), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Mukesh Malhotra (DIN- 01131063), who retires by rotation and, being eligible, offers himself for re-appointment.
6. To reappoint the Statutory Auditors and fix their Remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No.109208W), be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of 5 (Five) consecutive years, to hold office from the conclusion of this 60th (Sixtieth) Annual General Meeting till the conclusion of the 65th (Sixty Fifth) Annual General Meeting of the Company to be held in the year 2027 and the Board of Directors of the Company be and is hereby authorised to fix their remuneration and sanction travelling and other incidental expenses that may be incurred by them in connection with the Audit of Accounts of the Company.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”

Registered Office:

By order of the Board of Directors

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

Sd/-  
D. R. Bansal  
(Director)  
DIN-00050612

**Date:-** June 15, 2022

**Place:-** Vadodara

**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) 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.

- viii) 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 re-appointment.
- 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.
- x) 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 26<sup>th</sup> September 2022.
- xi) 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).
- xii) 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.
- 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 26<sup>th</sup> September 2022 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 26<sup>th</sup> September 2022.
- xiv) Route map to the venue of the Meeting is provided at the end of the Notice.

**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, 2022)

	<b>01</b>	<b>02</b>
<b>Name of the Director</b>	<b>Mr. Mohammed Hossain Beyad</b>	<b>Mr. Harsh V Lodha</b>
<b>DIN</b>	00897567	00394094
<b>Date of Birth and Age</b>	28.11.1950 (71 years)	13.02.1967 (55 years)
<b>Nationality</b>	United States	Indian
<b>Date of first appointment on the Board of Directors of the Company</b>	13.06.2003	05.05.2004
<b>Qualifications</b>	Ph.d. in Chemical Engineering	Chartered Accountant
<b>Experience (including nature of expertise in specific functional areas) / Brief Resume</b>	27 years experience in Marketing & Purchasing.	Over 36 years of experience in the field of business, finance, advisory and consultancy. He has handled audits of several large publicly quoted companies in India and has been involved in several advisory assignments in the fields of international takeovers and financing, domestic financing, project structuring, capital mobilisation, joint ventures/ collaborations, mergers/ reconstructions and rehabilitation.
<b>Number of shares held in the Company</b>	Nil	One Share (Jointly held with other Shareholder)
<b>List of directorships held in other Companies *</b>	None	<ol style="list-style-type: none"> <li>1. Alfred Herbert (India) Ltd.</li> <li>2. Birla Cable Limited</li> <li>3. Birla Corporation Limited</li> <li>4. Birla Furukawa Fibre Optics Pvt. Ltd.</li> <li>5. J.K. Fenner (India) Limited</li> <li>6. Oneworld Resources Pvt. Ltd.</li> <li>7. RCCPL Private Ltd.</li> <li>8. Universal Cables Limited</li> <li>9. Vindhya Telelinks Limited</li> <li>10. Baroda Agents and Trading Co. Pvt. Ltd. #</li> <li>11. East India Investment Co Pvt. Ltd. #</li> <li>12. Gwalior Webbing Co. Pvt. Ltd. #</li> <li>13. Punjab Produce Holdings Limited #</li> <li>14. The Punjab Produce &amp; Trading Co. Pvt. Ltd. #</li> </ol>
<b>Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director</b>	None	<b>Chairman</b> <b>(i) Stakeholders Relationship Committee of</b> - Birla Corporation Limited

		<p><b>(ii) Corporate Social Responsibility Committee of</b></p> <ul style="list-style-type: none"> <li>- Birla Corporation Limited</li> <li>- Hindustan Gum &amp; Chemicals Limited</li> <li>- RCCPL Private Limited</li> <li>- The Punjab Produce and Trading Company Private Limited #</li> <li>- Universal Cables Limited</li> <li>- Vindhya Telelinks Limited</li> </ul> <p><b>(iii) Committee of Directors of</b></p> <ul style="list-style-type: none"> <li>- Birla Corporation Limited</li> <li>- RCCPL Private Limited</li> </ul> <p><b>Member</b></p> <p><b>(i) Corporate Social Responsibility Committee of</b></p> <ul style="list-style-type: none"> <li>- Gwalior Webbing Co. Pvt. Limited</li> </ul> <p><b>(ii) Nomination and Remuneration Committee of</b></p> <ul style="list-style-type: none"> <li>- Birla Corporation Limited</li> <li>- RCCPL Private Limited</li> </ul>
<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 2021-22 [Out of 4 (Four) held]</b>	4	4
<b>Terms and conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid and the 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

# As per declaration received by the Company from Shri Harsh V. Lodha, these Companies have filed Form DIR-12 with the Ministry of Corporate Affairs on the basis of an illegal direction from one of the Administrators pendente lite of the Estate of Priyamvada Devi Birla purportedly acting as a Chairman of a meeting of Board of Directors of the Companies held on 19th October, 2020 that he has ceased to be a director in the said Companies. The wrongful act has been done without his knowledge, consent and without proper compliance with the provisions of Law which has been legally challenged by him. There has been no valid cessation of his directorship in the said Companies. The legality of such action is subject to the decision of Court.

**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, 2022)

	<b>03</b>
<b>Name of the Director</b>	<b>Mr. Mukesh Malhotra</b>
<b>DIN</b>	01131063
<b>Date of Birth and Age</b>	29.08.1963 (59 years)
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board of Directors of the Company</b>	22.06.2017
<b>Qualifications</b>	Chartered Accountant
<b>Experience (including nature of expertise in specific functional areas) / Brief Resume</b>	Over 32 years' experience in managing and leading businesses in the diverse field of Industrial products, Automotive components and since last 10 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.
<b>Number of shares held in the Company</b>	Nil
<b>List of directorships held in other Companies *</b>	1. Solvay Specialities India Private Limited 2. Cytec India Specialty Chemicals & Materials Private Limited 3. Catasynth Speciality Chemicals Private Limited 4. Indo-Belgian Luxembourg Chamber of Commerce and Industry
<b>Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director</b>	None
<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 2021-22 [Out of 4 (Four) held]</b>	4
<b>Terms and conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable</b>	Liabie 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:

Birla Colony  
Bhiwani (Haryana)  
CIN: U24299HR1962PLC007739  
Email:- [bhiwani@hindustangum.com](mailto:bhiwani@hindustangum.com)  
Website:- [www.hindustangum.com](http://www.hindustangum.com)  
**Date:-** June 15, 2022  
**Place:-** Vadodara

By order of the Board of Directors

Sd/-  
D. R. Bansal  
(Director)  
DIN-00050612

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

