



# HIMACHAL FIBRES LIMITED

Corporate Office : 8-L, Model Town, (Backside Hotel Chevron), Ludhiana. 141 002 (INDIA) Phone : 91-161-4684000,  
Fax : 91-161-4684010, E-mail : hfl.corporate@gmail.com Visit : www.himachalfibre.com  
CIN No. : L17119HP1980PLC031020

**05.01.2024**

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai-400001

**HIMFIBP | 514010 | INE723D01021**

**Sub: Notice of Extra-ordinary General Meeting of the Company**

Dear Sir,

Notice is hereby given that the **Extra-Ordinary General Meeting(EGM)** of the Company will be held on **Thursday on 01<sup>st</sup> day of February, 2024** at **01.00 P.M.** at 4th Floor, Woodstock Tower, B-35/958, Ferozepur Road, Opposite Waves Mall, Ludhiana, 141008 in physical mode. The Complete notice of the EGM is annexed herewith.

Thanking You,

Thanks & Regards,

**For HIMACHAL FIBRES LIMITED**

**(Manoj Kumar)**

(Director)

(DIN: 06872575)



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CIN No. : L17119HP1980PLC031020

## **HIMACHAL FIBRES LIMITED LIMITED**

Registered Office- Plot No. 43-44, Industrial Area, Barotiwala-174103 (Himachal Pradesh)

Corporate office: 8-L, Model Town, Backside Hotel Chevron, Ludhiana-141002

CIN - L17119HP1980PLC031020,

Email- [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com) website- <http://www.himachalfibre.com/>

## **NOTICE**

Notice is hereby given that the **Extra-Ordinary General Meeting** of the Company will be held on **Thursday on 01<sup>st</sup> day of February, 2024 at 01.00 P.M.** at 4th Floor, Woodstock Tower, B-35/958, Ferozepur Road, Opposite Waves Mall, Ludhiana, 141008 in physical mode to transact the following business:

### **SPECIAL BUSINESS**

1. To consider and if thought fit, to pass with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**

#### **AMENDMENT IN OBJECT CLAUSE OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, approval of the Members be and is hereby accorded for **addition** of the following new objects under the existing clause III (A) of Memorandum of Association ‘THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’:

- 5. To carry on the business in India or outside India of collection, segregation, cleaning, washing, transportation, processing, composting, recycling, upcycling, treatment, disposal, buying, selling, trading of all types of plastic waste and non-plastic waste (like electronics waste, etc) for the purpose of recovering and reusing the same for different purposes including but not limited to manufacturing or production of different types of consumer, industrial or commercial products having application in any industry or segment.**
- 6. To carry on the business in India or outside India of manufacturing, producing, processing, importing, exporting, buying, selling, marketing, dealing and trading of various products including but not limited to fibres, yarns, fabrics, acoustic panels, industrial fabrics, non-woven fabric or products, woven fabric or products, polyester fabrics, packaging materials, PET bottles, tapes, ropes, cords, bags, and any other products, made from recycling or upcycling of all types of plastic waste and non-plastic waste (like electronics waste, etc).**
- 7. To engage in the business in India or outside India of manufacturing, producing, processing, importing, exporting, buying, selling, marketing, dealing and trading of chips, pellets, new bottles, packaging material, and any other product made from**



***recycling or upcycling of all types of plastic waste and non-plastic waste (like electronics waste, etc).***

- 8. To engage in the business in India or outside India of manufacturing, producing, processing, dealing, importing, exporting, purchasing, selling, distributing, and marketing of all types of geotextile products, including but not limited to woven, non-woven, and knitted geotextile products, from recycling or upcycling of all types of plastic waste and non-plastic waste (like electronics waste, etc).***
- 9. To explore, conduct, undertake, and invest in the research, development, and innovation of new and improved methods for recycling or upcycling of all types of waste materials and manufacturing or producing environmentally friendly or sustainable products.***
- 10. To establish and operate waste collection centres, eco parks, manufacturing facilities, workshops, distribution centres for collection, recycling, upcycling, waste management of all types of plastic and non-plastics waste and production or manufacturing or processing and sale of all types of recycled and/or sustainable products.***
- 11. To carry on the business of manufacturing, producing, buying, selling, importing, exporting, trading, marketing, distributing, setting up, engineering, provision, construction of all types of waste water treatment or effluent treatment plants, machines, parts, spares, stores, or any other product or solutions or services relating to waste water treatment or effluent treatment in any manner.***
- 12. To provide consulting, advisory, guidance or any other service relating to management of all types of plastic or non-plastic wastes, environment preservation or conservation, sustainability, carbon emission, waste water treatment, effluent treatment, carbon credits, plastic credits, Extended Producers' Responsibility credits or any other similar credits or benefits.***
- 13. To avail, claim, buy, sell, distribute, trade, utilize, transfer all types carbon credits, plastic credits, Extended Producers' Responsibility credits, or any other similar credits or benefits available.***
- 14. To invest in, acquire, merge with, or enter into joint ventures with other companies or entities engaged into activities related to recycling or upcycling of waste, waste management or manufacturing or production of products from recycling or upcycling of all types of waste material, waste water or effluent treatment, carbon credits, plastic credits, Extended Producers' Responsibility credits or any other company or entity having similar objects.***
- 15. To carry on any activity which is ancillary or incidental for the attainment of above objects.***

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby, severally authorised to do all such acts and things as may be necessary and expedient to give effect to the above





resolution and filing the same with the respective registrar for approval and removal of any query/ resubmission from the registrar, on behalf of the Company.”

2. To consider and if thought fit, to pass with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**

**APPROVAL FOR CHANGE IN THE NAME OF THE COMPANY to “RUDRA ECOVATION LIMITED” AND CONSEQUENT AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of section 4, section 5, section 13, section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution thereof for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of members of the Company, Stock Exchange, Central Government [powers delegated to the Registrar of Companies (ROC)] or any other appropriate regulatory/ statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for the change in name of the Company from – Himachal Fibres Limited to “**RUDRA ECOVATION LIMITED**”.

**RESOLVED FURTHER THAT** the existing Clause I in the Memorandum of Association of the Company be altered and substituted by the following new Clause: “*The name of the Company is “RUDRA ECOVATION LIMITED”*”.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by ROC pursuant to the change of name of the Company, the old name Himachal Fibres Limited wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name “RUDRA ECOVATION LIMITED”.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company, be and are hereby severally and/ or jointly authorized on behalf of the Company to make application to the Central Government (Registrar of Companies) for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) and/ or with stock exchanges, and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, forms as are necessary or expedient for the purpose of giving effect to the aforesaid resolution.

3. To consider and if thought fit, to pass with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**

Appointment of Mr. Akhil Malhotra (DIN: 00126240) as Non-Executive Director of the Company w.e.f. 23.11.2023 and appointment as chairman of the Company.

“**RESOLVED THAT** pursuant to the applicable provisions of Section 149 , 152 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and rules therein (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, if applicable, Mr. Akhil Malhotra (DIN: 00126240), who was appointed as an Additional Director (Non-Executive Director) of the Company w.e.f. 23.11.2023 in terms of





Section 161(1) of the Companies Act, 2013 and who holds office up to the date ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director be and is hereby appointed as an Non-Executive Director of the Company w.e.f. 23.11.2023.

**RESOLVED FURTHER THAT** as recommended and approved by the Board and Nomination and Remuneration Committee, consent of shareholders be and is hereby accorded to appoint, Mr. Akhil Malhotra (DIN: 00126240), as a **Chairman** of the Company.

**RESOLVED FURTHER THAT** Mr. Manoj Kumar, Director and Mr. Surjit Singh, Wholetime Director of the Company be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

4. To consider and if thought fit, to pass with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**

Appointment of Mr. Bhim Sain Goyal (DIN: 02139510) as Non-Executive Independent Director of the Company w.e.f. 23.11.2023

“**RESOLVED THAT** pursuant to the applicable provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Bhim Sain Goyal (DIN: 02139510), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. 23.11.2023 in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice and declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company for five (5) consecutive years w.e.f. 23.11.2023.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

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

Approval of Related Party Transactions:

“**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



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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 are hereby severally 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 are hereby severally authorized to determine the actual quantum 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.”

By order of the Board  
For HIMACHAL FIBRES LIMITED

Sd/-

Sd/-

DATE: 05.01.2024  
PLACE: LUDHIANA

(GIAN CHAND THAKUR)  
Wholetime Director  
(DIN: 07006447)

(AKHIL MALHOTRA)  
Additional (Non-Executive) Director  
cum Chairman  
(DIN: 00126240)





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## **Additional Details as required under SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2**

Name	Akhil Malhotra	Bhim Sain Goyal												
DIN	00126240	02139510												
Brief Resume	More than 35 years' experience in the Textile Industry	More than 35 years' experience in corporate affairs. Also, a Company Secretary in practice and an Insolvency Professional.												
Date of first appointment on the Board,	23.11.2023	23.11.2023												
Last drawn remuneration, if applicable	N.A.	NA												
Shareholding in the company held either himself or on a beneficial basis for any other persons	50,00,000 (5.80 %)	NIL												
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None												
Names of companies in which the person also holds the directorship and the membership/Chairman of Committees of the Board	<table><tr><td>SHIVA SPINFAB PRIVATE LIMITED</td></tr><tr><td>BRIJESHWARI TEXTILES PRIVATE LIMITED</td></tr><tr><td>BALMUKHI TEXTILES PRIVATE LIMITED</td></tr><tr><td>SHIVA COTTEX PRIVATE LIMITED</td></tr><tr><td>ARBOR REAL ESTATE (OPC) PRIVATE LIMITED</td></tr><tr><td>JAIGURUJI FOOD PROCESSORS PRIVATE LIMITED</td></tr><tr><td>SHIVA SPECIALITY YARNS LIMITED</td></tr><tr><td>YOGINDERA WORSTED LIMITED</td></tr><tr><td>SHIVA TEXCHEM (GUJARAT) PRIVATE LIMITED</td></tr></table>	SHIVA SPINFAB PRIVATE LIMITED	BRIJESHWARI TEXTILES PRIVATE LIMITED	BALMUKHI TEXTILES PRIVATE LIMITED	SHIVA COTTEX PRIVATE LIMITED	ARBOR REAL ESTATE (OPC) PRIVATE LIMITED	JAIGURUJI FOOD PROCESSORS PRIVATE LIMITED	SHIVA SPECIALITY YARNS LIMITED	YOGINDERA WORSTED LIMITED	SHIVA TEXCHEM (GUJARAT) PRIVATE LIMITED	<table><tr><td>KDM ADVISORY SERVICES PRIVATE LIMITED</td></tr><tr><td>MANI COMPUSOFT PRIVATE LIMITED</td></tr><tr><td>DAYASON OVERSEAS PRIVATE LIMITED</td></tr></table>	KDM ADVISORY SERVICES PRIVATE LIMITED	MANI COMPUSOFT PRIVATE LIMITED	DAYASON OVERSEAS PRIVATE LIMITED
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MANI COMPUSOFT PRIVATE LIMITED														
DAYASON OVERSEAS PRIVATE LIMITED														

By order of the Board  
 For HIMACHAL FIBRES LIMITED

Sd/-

Sd/-

DATE: 05.01.2024  
 PLACE: LUDHIANA

(GIAN CHAND THAKUR)  
 Wholetime Director

(AKHIL MALHOTRA)  
 Additional (Non-Executive) Director

(DIN: 07006447)

cum Chairman  
 (DIN: 00126240)



## NOTES:

- i) A member entitled to attend and vote at the Extra-ordinary General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
- ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the 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 person or shareholder.
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA, Beetal.
- v) In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Member whose email are not registered shall receive the copy of the Notice in physical form. Members may note that the Notice will also be available on the Company's website: <http://www.himachalfibre.com/>, website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the EGM.
- vi) Any queries must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- vii) Mr. Ansh Bhambri, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- viii) The Results of the resolutions passed at the EGM of the Company will be declared within 48 working hours of the conclusion of EGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges.
- ix) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) by electronic means.
- x) **The instructions for shareholders voting electronically are as under:**
  - a. The voting period **begins on 29.01.2024 at 09.00 am and ends on 31.01.2024 at 05.00 pm.** During this period shareholders' of the Company, holding shares either in physical form or in





dematerialized form, as on the **cut-off date (record date) of 25.01.2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. Shareholders who have already voted prior to the meeting date through e-voting would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.





- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the **EVSN <240105006>** for the relevant **<HIMACHAL FIBRES LIMITED>** on which you choose to vote.
- j. 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.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. 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.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



**p. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**q. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**

**1. For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company / RTA email id** ([beetalrta@gmail.com](mailto:beetalrta@gmail.com)).

**2. For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).

**3. For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

By order of the Board  
**For HIMACHAL FIBRES LIMITED**

Sd/-

Sd/-

DATE: 05.01.2024  
PLACE: LUDHIANA

(GIAN CHAND THAKUR)  
Wholetime Director  
(DIN: 07006447)

(AKHIL MALHOTRA)  
Additional (Non-Executive) Director  
cum Chairman  
(DIN: 00126240)





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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

### **ITEM NO. 1: Alteration of Memorandum for amendment in the Object clause**

Your Company is presently into the business of manufacturing of textiles.

Further the Company has discussed about the diversification of the business in line of manufacturing sustainable & innovative products from recycling of waste plastic packaging material.

The proposed change of object clause by addition of a new clauses "5 to 15 under the clause III (A) under main objects" requires the approval of shareholders through **Special Resolution** pursuant to the provisions of Section 13 of the Companies Act, 2013.

It is in the interest of all the shareholders that the Company diversifies and takes on projects for the growth of the Company and hence management recommends the passing of said resolution.

Accordingly, the Board recommends the resolution for approval by the Members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise, in the aforesaid **Special Resolution**.

### **ITEM NO. 2: Change of Name of the Company.**

Members are hereby informed that the Directors of the Company are of the opinion that the name of the Company be changed from Himachal Fibres Limited to "**RUDRA ECOVATION LIMITED**".

The Directors believe that the proposed change in the name of the Company will reflect our commitment to futuristic growth approach. The decision to change the name has been carefully considered and is in line with the company's long-term vision for success and new line of business.

The Board of Directors at its meeting held on **December 12, 2023**, had approved the change in name of the Company from Himachal Fibres Limited to "**RUDRA ECOVATION LIMITED**" and the consequential amendments in Memorandum of Association and Articles of Association of the Company, subject to the approval of the members by way of special resolutions. Furthermore, the company will also seek necessary approvals from statutory, regulatory, or governmental authorities, if any, to ensure compliance with all legal formalities and to effectuate the name change. Pursuant to the application made by the Company for reservation of name, the Central Registration Centre, Ministry of Corporate Affairs has confirmed that proposed name i.e. "**RUDRA ECOVATION LIMITED**" is available for registration, which is valid for sixty days.

The proposed change in name would also be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections require approval of the shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 2 for your approval.

The Company has complied with the requirements of regulation 45 of the Listing Regulations and has obtained a certificate for the same from a practicing Chartered Accountant, which is annexed to the Notice of AGM as **Annexure- A**.



The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All the existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

None of the directors or any other key managerial personnel or their relatives has any concern or interest whether financial or otherwise, if any, in respect of **Special Resolution** proposed at item No. 2, except to the extent of their shareholding, if any.

### **ITEM NO: 3**

Mr. Akhil Malhotra (DIN: 00126240), was appointed as an Additional Director (Non-Executive Director) of the Company w.e.f. 23.11.2023.

The Board had also appointed Mr. Akhil Malhotra as Chairman of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Akhil Malhotra holds office up to the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director.

The Board recommends the approval of shareholders be obtained (Special Resolution) for appointment of Mr. Akhil Malhotra as Non-Executive Director and Chairman of the Company.

None of the directors or any other key managerial personnel or their relatives has any concern or interest whether financial or otherwise except Mr Akhil Malhotra, himself, if any, in respect of **Special Resolution** proposed at item No. 3, except to the extent of their shareholding, if any.

### **ITEM NO. 4:**

Mr. Bhim Sain Goyal (DIN: 02139510) was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. 23.11.2023 in terms of Section 161(1) of the Companies Act, 2013. The Company has received a notice and declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act and who is eligible for appointment as an Independent director.

The Board is of the view that the appointment of Mr. Bhim Sain Goyal as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

None of the directors or any other key managerial personnel or their relatives has any concern or interest whether financial or otherwise except Mr. Bhim Sain Goyal, himself, if any, in respect of **Special Resolution** proposed at item No. 4, except to the extent of their shareholding, if any.

### **ITEM NO. 5: Approval Related Party Transactions:**

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 the company has proposed the approval from the shareholders.

Audit Committee In its meeting held on 05.01.2024 provided the approval for the transaction mentioned below and recommended the board of director of the same. Board of Director also approved the same in its meeting held on 05.01.2024 subject to approval of shareholder.





# HIMACHAL FIBRES LIMITED

Corporate Office : 8-L, Model Town, (Backside Hotel Chevron), Ludhiana. 141 002 (INDIA) Phone : 91-161-4684000,  
 Fax : 91-161-4684010, E-mail : hfl.corporate@gmail.com Visit : www.himachalfibre.com  
 CIN No. : L17119HP1980PLC031020

The proposal outlined above is in the interest of the Company and the Board re-recommends the resolution set out in the accompanying Notice as **Special Resolution**.

Name of Related Party	Name of Directors/ KMP who is related	Tenure	Particulars of the Contract and relevant information	Yearly Monetary Value (In Rs.)
Shiva Cottex Private Limited	Mr. Akhil Malhotra Mr. Manoj Kumar	2024-25 (1 Year)	Purchase or receipt of goods, material or services including Job work and Lease of immovable property goods, material or services	100 Crores
Shiva Cottex Private Limited	Mr. Akhil Malhotra Mr. Manoj Kumar	2024-25 (1 Year)	Sale or supply of goods, material or services including Job work and Lease of immovable property goods, material or services	100 Crores

By order of the Board  
**For HIMACHAL FIBRES LIMITED**

Sd/-

Sd/-

DATE: 05.01.2024  
 PLACE: LUDHIANA

(GIAN CHAND THAKUR)  
 Wholetime Director  
 (DIN: 07006447)

(AKHIL MALHOTRA)  
 Additional (Non-Executive) Director  
 cum Chairman  
 (DIN: 00126240)



# HIMACHAL FIBRES LIMITED

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CIN No. : L17119HP1980PLC031020

## ATTENDANCE SLIP

Cut here

Member's Folio No .....

Client ID No. ....

DP ID No. ....

Name of the Member .....

Name of Proxy holder .....

No of shares held .....

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Thursday, 01st day of February, 2024 at 01:00 P.M at the Registered Office of the Company at 4th Floor, Woodstock Tower, B-35/958, Ferozepur Road, Opposite Waves Mall, Ludhiana, 141008.

No.	Resolution	For	Against
1.	Amendment in Object Clause of The Company		
2.	Approval For Change in the Name of the Company To "RUDRA ECOVATION LIMITED" And Consequent Amendments In The Memorandum and Articles of Association of the Company.		
3.	Appointment of Mr. Akhil Malhotra (DIN: 00126240) as Non-Executive Director of the Company w.e.f. 23.11.2023 and appointment as chairman of the Company.		
4.	Appointment of Mr. Bhim Sain Goyal (DIN: 02139510) as Non-Executive Independent Director of the Company w.e.f. 23.11.2023		
5.	Approval of Related Party Transactions		

\_\_\_\_\_  
Signature of Member/Proxy

### Notes :

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.





# HIMACHAL FIBRES LIMITED

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CIN No. : L17119HP1980PLC031020

## PROXY FORM

Member's Folio No : \_\_\_\_\_

I/We \_\_\_\_\_ S/Do \_\_\_\_\_

R/o \_\_\_\_\_ in the district of \_\_\_\_\_  
being a member/members of **HIMACHAL FIBRES LIMITED**, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
in the district of \_\_\_\_\_  
or failing him/her \_\_\_\_\_ of \_\_\_\_\_  
in the district of \_\_\_\_\_  
as my/our proxy to vote for me/us on my/our behalf  
at the Extra-ordinary General Meeting of the Company held Thursday, 01st day of February, 2024 at 01:00 P.M and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Affix Re. 1/-  
Revenue Stamp here

### **Note :**

- 1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself / herself.**
- 2. If it is intended to appoint a proxy, the form of proxy should be deposited at the Registered Office of the Company at least 48 hours before the commencement of meeting.**

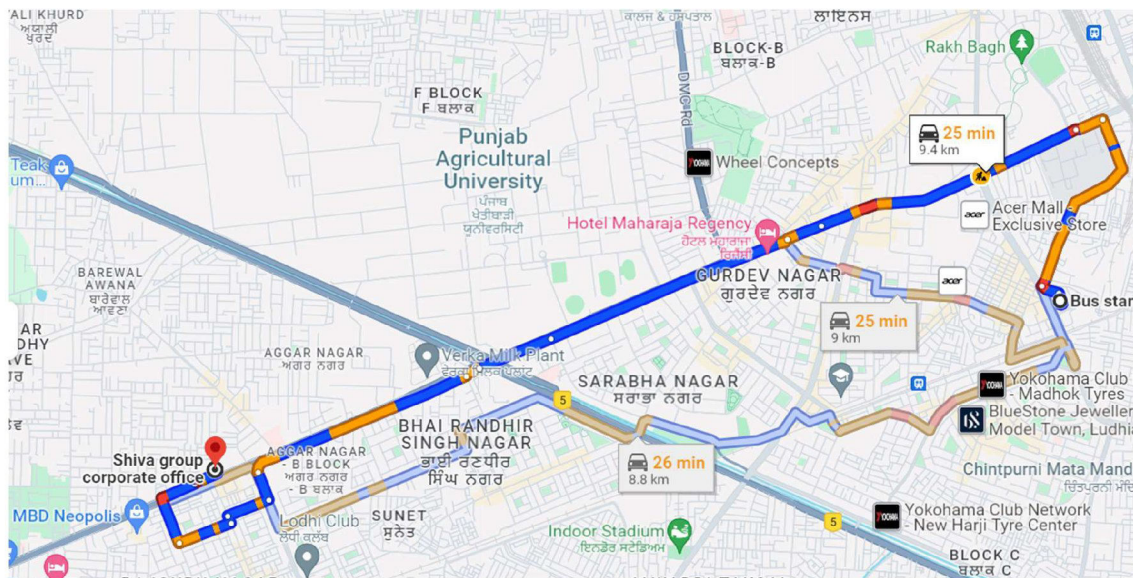


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CIN No. : L17119HP1980PLC031020

## Venue for Extra General Meeting

### For Attending the EGM (Physical Mode only)



Google Maps code: VQPP+JW4

30.88794080413466, 75.78720760451891

<https://maps.app.goo.gl/UCSMr42ggEtEtEEXA>





UDIN: 23527632BGUDQR5876

Date: 22/12/2023

The Board of Directors  
Himachal Fibres Limited  
Barotiwala (H.P)

Dear Sir,

It is hereby certified that the company has achieved total sales (Including job work) amounting to Rs. 1738.24 Lacs during the period 01.10.2022 to 30.09.2023.

It is further certified that the sales (Including job work) of re-cycled yarn/fabric out of the above works out to Rs. 1687.70 Lacs i.e about 97.09%.

The above figures have been verified by us from the books of accounts and other relevant documents furnished before us for our verification.

For Anuj Gupta & Associates  
Chartered Accountants

Anuj Gupta  
Partner  
M.No 527632  
FRN NO 036392N

