

HINDUSTAN HARDY SPICER LIMITED

Regd. Office: Plot No. C-12, M.I.D.C. Area, Ambad, Nashik – 422010, Maharashtra, INDIA.

CIN: L29300MH1982PLC028498 Website: www.hhsl.net

Tel No: 0253-2382018 Fax No: + 0253-2382528 Email: co@hhardys.com

NOTICE

Notice is hereby given that the **Extra Ordinary General Meeting** of the members of Hindustan Hardy Spicer Limited will be held at Plot No. C-12, M.I.D.C. Area, Ambad, Nashik – 422 010 on Friday, June 15, 2018 at 2:30pm to transact the following business:

SPECIAL BUSINESS:

Change of Name of the Company

1. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval, consent, sanction and permission of the Central Government, Stock Exchanges and other concerned regulatory and statutory authorities as may be necessary, the consent of the members be and is hereby granted to the change in name of the Company from “HINDUSTAN HARDY SPICER LIMITED” to “HINDUSTAN HARDY LIMITED” or such other name as may be approved by the concerned authorities;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, consequent to the change of name of the Company, the name “HINDUSTAN HARDY SPICER LIMITED” wherever it appears in the Memorandum of Association and Articles of Association of the Company be substituted by the new name “HINDUSTAN HARDY LIMITED” or such other name as may be approved by the concerned authorities;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any officer of the Company delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution including filing necessary application with the Registrar of Companies, Central Government, Stock Exchanges and other concerned regulatory and statutory authorities, if any, without being required to seek any further consent or approval of the Company to the end and intent that they shall be deemed to have all necessary powers by the authority of this resolution.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Item no. 1 of the Notice is annexed hereto.
3. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company’s Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., Unit No. 49, Bldg No. 13 A B, 2nd floor, Samhita Commercial Co-Op. Soc Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai-400072, in respect of their physical share folios, if any, quoting their folio numbers.
4. The Notice of the Extra Ordinary General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
5. To support the ‘Green Initiative’ the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent /Depositories.

6. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agents of the Company in this regard.
7. The route map showing directions to reach the venue of the Extra Ordinary General Meeting is annexed.
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Extraordinary General Meeting.

9. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL)

I] The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "hindustanhardy.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Hindustan Hardy Spicer Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EOGM:

EVEN	
(E Voting Event Number)	
USER ID PASSWORD/	
PIN	

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on Monday, 11.06.2018, (10.00 a.m.) and ends on Thursday, 14.06.2018 at (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08.06.2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 08.06.2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- VII. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- VIII. Shareholders who have already voted prior to the meeting date would be entitled to attend the Extra Ordinary General Meeting but shall not be entitled to vote at the meeting.
- IX. Ms. Jigyasa N. Ved (FCS 6488) or failing him Ms. Sarvari Shah(ACS 27572)of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- XI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website,www.hhsl.net and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman and the same shall be communicated to the BSE Limited where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By order of the Board

Registered Office:

Plot No. C-12,
M.I.D.C. Area, Ambad,
Nashik - 422 010.

Place: Mumbai.

Date: Thursday, April 12, 2018

DEVAKI SARAN
EXECUTIVE DIRECTOR & CFO
DIN:06504653

ANNEXURE TO THE NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1

Explanatory statement for change in the name of the company

The Company is often misunderstood as being part of the Spicer India Group. In order to avoid any misperception, the Board of Directors of the Company in its meeting held on February 12, 2018 resolved to change the name of the Company by deleting the word "Spicer" from its corporate name i.e. the name of the Company be changed from "Hindustan Hardy Spicer Limited" to "Hindustan Hardy Limited" or such other similar name as may be approved by the concerned authorities.

The Company had applied for reservation of the said name "Hindustan Hardy Limited", to the Registrar of Companies, Maharashtra, Mumbai (RoC), and the said name has been reserved by the letter dated 20.03.2018 of the RoC which reservation is valid for 60 (sixty) days.

Furthermore, one of the co-promoters of the Company namely, Spicer Gelenkwellenbau GmbH has proposed to sell its entire shareholding in the Company to the other co-promoter XLO India Limited, which is acknowledged by the Company and the Company is to cease to use the word "Spicer" as part of its corporate name.

On the passing of the Special Resolution by the members of the Company, the Company will apply for the approval of the Central Government for approval of the name change. Consequential alterations will be made in the Memorandum of Association and Articles of Association of the Company on the name change taking effect.

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

The Special Resolution at item No. 1 is therefore recommended for approval by the members.

Devaki Saran and Sanjaya Saran, Directors and Key Managerial Personnel of the Company shall be deemed to be interested to the extent of their shareholding and directorship in XLO India Limited. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested or shall be deemed to be concerned or interested, financially or otherwise, in the passing of the Special Resolution, except to the extent of their shareholding in the Company, if any.

By order of the Board

Registered Office:

Plot No. C-12,
M.I.D.C. Area, Ambad,
Nashik - 422 010.

Place: Mumbai.

Date: Thursday, April 12, 2018

DEVAKI SARAN
EXECUTIVE DIRECTOR & CFO
DIN:06504653

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

HINDUSTAN HARDY SPICER LIMITED

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Tel No: 0253-2382018 Fax No: + 0253-2382528 Email: co@hhardys.com

Name of the Member (s) : _____
Registered address: _____
E-mail Id: _____ Folio No./ Client ID: _____ DP ID No. _____

I/We, being the member(s) of _____ equity shares of the above named company, hereby appoint

- Name : E-mail Id :
Address : Signature :, or failing him/her:
- Name : E-mail Id :
Address : Signature :, or failing him/her:
- Name : E-mail Id :
Address : Signature :, or failing him/her:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on the Friday, June 15, 2018 at Plot No. C-12, M.I.D.C. Area, Ambad, Nashik - 422010, Maharashtra, INDIA, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	No of Shares*	(FOR) I/We assent to the Resolution*	(AGAINST) I/We dissent to the Resolution*
1.	Special Resolution Approval for change of name of the Company and consequent alteration of Memorandum and Articles of Association of the Company			

- This is optional. Please put a ✓ in the appropriate column for each resolution. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she thinks appropriate.

Signed this ___ day of _____, 2018

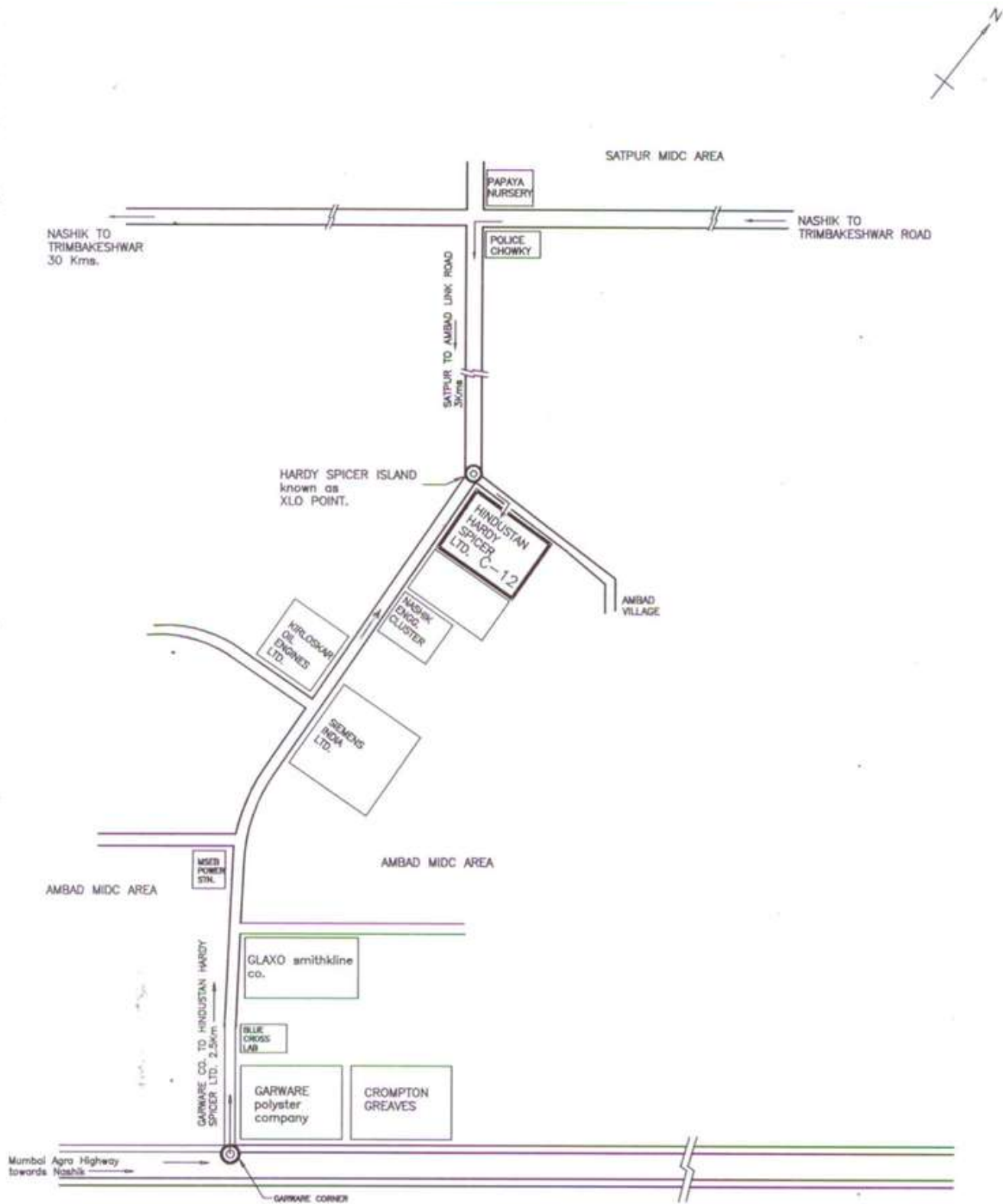
Signature of Shareholder _____

Signature of Proxy Holder (s) _____

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) in above box before submission.

EGM VENUE MAP



ROAD MAP
FOR HINDUSTAN HARDY SPICER LTD. C-12
MIDC AMBAD, NASHIK.

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