

# **HAMILTON POLES MANUFACTURING CO LTD**

**CIN: L28991WB1981PLC033462**

**Regd. Off.: - 7 HARE STREET 4TH FLOOR KOLKATA -700 001**

**Tel. No.: 033 40004570**

**Website: www.hamiltonpoles.com ; E-mail: hamiltonpoles@rediffmail.com**

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## **NOTICE**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Shareholders of M/s HAMILTON POLES MANUFACTURING CO LTD will be held on Thursday, 26th September, 2019 at 03:00 P.M. at 7 HARE STREET, 4TH FLOOR, KOLKATA -700001 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 31st March, 2019 together with the Report of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mrs. Aparna Sharma (DIN: 00269109), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Om Prakash Khajanchi. Chartered Accountants, Kolkata (M No. - 065549), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditor, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for the Company's financial year 2019-2020, to hold office from the conclusion's of this Annual General meeting until the conclusion of the next Annual general Meeting of the Company.

### **SPECIAL BUSINESS**

#### **Item No.4 – Regularization of Director**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Directors:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment for the time being in force), **Mr. Chandra Kanta Karel (DIN: 08526173)**, who was appointed as an Additional Director of the Company with effect from August 09<sup>th</sup>, 2019, and who holds office only upto the date of this 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 Director of the Company, be and is hereby appointed as a Non -Executive Independent Director of the Company for a period of 5 years .

#### **Item No.5 – Regularization of Director**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Directors:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment for the time being in force), **Mr. Swapan Sardar (DIN: 08526439)**, who was appointed as an Additional Director of the Company with effect from August 09<sup>th</sup>, 2019, and who holds office only upto the date of this 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 Director of the Company, be and is hereby appointed as a Non -Executive Independent Director of the Company for a period of 5 years .

#### **Item No.6 – Regularization of Director**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Directors:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment for the time being in force), **Mr. Sushanta Mondal (DIN: 08526194)**, who was appointed as an Additional Director of the Company with effect from August 09<sup>th</sup>, 2019, and who holds office only upto the date of this 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 Director of the Company, be and is hereby appointed as a Non -Executive Independent Director of the Company for a period of 5 years .

#### **Item No. 7 Remuneration to Ms. Arzoo Bimal Patodia, Managing Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Ms. Arzoo Bimal Patodia (**DIN: 07555814**), Managing Director, for the period of 2 years from 03<sup>rd</sup> September, 2018 to 02<sup>nd</sup> September, 2020, which shall not exceed the limits stated hereunder :

**(a) Salary :**

Rs. 3,00,000/- per annum

**(b) Performance Bonus:**

Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members of the Company at the Annual General Meeting held on 26<sup>th</sup> September, 2019 with respect to the re-appointment of Ms. Arzoo Bimal Patodia as Managing Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Ms. Arzoo Bimal Patodia as Managing Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

By Order of the Board

Sd/-

**Shipli Agarwal**  
**Company secretary**  
**M no: A40917**

## NOTES:

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

1. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2019 to 26th September, 2019 (Both days inclusive).
2. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for Admission to the meeting hall, Members who hold shares in dematerialised form are Requested to bring their Client ID and DP ID Numbers for identification.
4. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the 38<sup>TH</sup> Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
6. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Maheshwari Datamatics Pvt. Ltd.)
8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the 38<sup>th</sup> Annual Report to the Meeting.
9. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/S. MAHESHWARI DATAMATICS PVT. LTD. Share Transfer Agents of the Company for their doing the needful.

10. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
11. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
13. Electronic copy of the 38th Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 copies of the Annual Report for 2018-2019 is being sent in the permitted mode.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [hamiltonpoles@rediffmail.com](mailto:hamiltonpoles@rediffmail.com)
15. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 19.09.2019, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 23<sup>rd</sup> of September, 2019 and will end at 5.00 p.m. on 25<sup>th</sup> of September, 2019. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

#### Procedure for remote e-voting

I. The Company has engaged the services of M/S. MAHESHWARI DATAMATICS PVT. LTD for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

(Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.

- a. Click on "Shareholders" tab

- b. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with “Hamilton Poles Manufacturing Company Limited” from the drop down menu and click on “SUBMIT”.
- c. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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 voting of any company, then your existing password is to be used.
- f. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- i. 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.
- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.**
- k. Click on the relevant EVSN “HAMILTON POLES MANUFACTURING CO LTD” for which you choose to vote.**
- l. 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.
- m. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- n. 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.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.

r. For Non – Individual Shareholders and Custodians:

s. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

● A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

I. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at 18002005533.

II. If you are already registered with e-voting then you can use your existing User ID and Password for casting vote.

III. The voting rights shall be as per the number of equity share held by the Member(s) as on 19.09.2019. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on 23<sup>rd</sup> of September, 2019 and will end at 5.00 p.m. on 25<sup>th</sup> of September, 2019. The e-voting module shall be disabled at 5.00 p.m. on the same day.

V. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

VI. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

VII. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 38<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s M/S. MAHESHWARI DATAMATICS PVT. LTD.

16. 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 19.09.2019.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
18. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

By Order of the Board

Sd/-

**Shipli Agarwal**  
**Company secretary**  
**M no: A40917**

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

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

- (a) The Board, appointed Mr. Chandra Kanta Karel as an Additional Director of the Company with effect from 09<sup>th</sup> August 2019, pursuant to section 161 of the Companies Act, 2013. Hence he is eligible to hold office up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Chandra Kanta Karel

(i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

(ii) intimation in Form MBP-1 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his service as Director.

Accordingly, the Board recommends the Item No. 4, in relation to regularization of Mr. Chandra Kanta Karel as Director, for the approval by the shareholders of the Company.

All documents concerning this item are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

No Directors and the Key Managerial Personnel of the company including their relatives are concerned or interested in aforesaid resolution

### **ITEM NO. 5**

- (b) The Board, appointed Mr. Swapan Sardar as an Additional Director of the Company with effect from 09<sup>th</sup> August 2019, pursuant to section 161 of the Companies Act, 2013. Hence he is eligible to hold office up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Swapan Sardar

(i) Consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

(ii) Intimation in Form MBP-1 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his service as Director.

Accordingly, the Board recommends the Item No. 5, in relation to regularization of Mr. Swapan Sardar as Director, for the approval by the shareholders of the Company.

All documents concerning this item are available for inspection at the Registered Office of the Company from 1 P.M. to 3 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

No Directors and the Key Managerial Personnel of the company including their relatives are concerned or interested in aforesaid resolution

**ITEM NO. 6**

- (c) The Board, appointed Mr. Sushanta Mondal as an Additional Director of the Company with effect from 09<sup>th</sup> August 2019, pursuant to section 161 of the Companies Act, 2013. Hence he is eligible to hold office up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Sushanta Mondal

- (i) Consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form MBP-1 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his service as Director.

Accordingly, the Board recommends the Item No. 6, in relation to regularization of Mr. Sushanta Mondal as Director, for the approval by the shareholders of the Company.

All documents concerning this item are available for inspection at the Registered Office of the Company from 3 P.M. to 5 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

No Directors and the Key Managerial Personnel of the company including their relatives are concerned or interested in aforesaid resolution

Annexure 1

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT/ REGULARIZATION AT THE ANNUAL GENERAL MEETING**

Name of Director	<b>Mrs. Aparna Sharma</b>
Date of Birth	05/12/1972
Date of Appointment	12/11/2014
Expertise in specific functional area (Experience in years)	Marketing & Finance
Qualification	Graduation
Shareholding in the Company (either personally or on beneficial basis)	NIL
List of other Public Limited Companies in which Directorship held	NIL
Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL
Chairman/Member of the Committees of the Board of the Company	NIL
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel	None
Terms and conditions of appointment / re-appointment	For 5 years
Number of Board Meetings attended during the year (2018-19)	5

**For Note No. 4, 5 & 6**

Name of Director	<b>Mr. Chnadra Kanta Karel</b>	<b>Mr. Swapan sardar</b>	<b>Sushanta Mondal</b>
Date of Birth	22/07/1992	19/07/1980	02/12/1991
Date of Appointment	09th August, 2019	09th August, 2019	09th August, 2019
Expertise in specific functional area (Experience in years)	Marketing & Finance	Administration & Trading	Accounting & Taxation
Qualification	Graduation	Higher Secondary	Higher Secondary
Shareholding in the Company (either personally or on beneficial basis)	NIL	NIL	NIL
List of other Public Limited Companies in which Directorship held	NIL	NIL	NIL
Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL	NIL	NIL
Chairman/Member of the Committees of the Board of the Company	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel	None	None	None
Terms and conditions of appointment / re-appointment	For 5 years	For 5 years	For 5 years
Number of Board Meetings attended during the year (2018-19)	NA	NA	NA

**HAMILTON POLES MANUFACTURING CO LTD**  
**CIN: L28991WB1981PLC033462**  
**Regd. Off.: - 7 HARE STREET 4TH FLOOR KOLKATA -700 001**  
**Tel. No.: 033 40004570**  
**Website: www.hamiltonpoles.com ; E-mail: hamiltonpoles@rediffmail.com**

**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]**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the company, to be held on Thursday at the 7 Hare Street, 4th Floor, Kolkata -700-001 at 03:00 PM on Thursday, the 26th September, 2019, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019		
2.	Reappointment of Mrs. Aparna Sharma, Director, liable to retire by rotation.		
3.	Appointment of Om Prakash Khajanchi Chartered Accountants, Kolkata (M.No – 065549), as a Statutory Auditor and fixing their remuneration.		
4.	Appointment of Mr. Chandra Kanta Karel (DIN: 08526173) as an Independent Director for an initial period of five years.		
5.	Appointment of Mr. Swapan Sardar (DIN: 08526439) As an Independent Director for an initial period of five years.		
6.	Regularization of Mr. Sushanta Mondal (DIN: 08526194) As Director of the Company.		
7.	Remuneration to Ms. Arzoo Bimal Patodia, Managing Director		

Signed this \_\_\_ day of \_\_\_ 20 \_\_\_

Affix  
Revenue  
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

**Note:**

- 1) 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.
- 2) The proxy need not be a member of the company.

**ELECTRONIC VOTING PARTICULARS**

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

**Notes: 1) Each equity share of the Company carries one vote.**

**2) Please read carefully the instructions printed overleaf before exercising the vote.**

**HAMILTON POLES MANUFACTURING CO LTD**

**CIN: L28991WB1981PLC033462**

**Regd. Off.: - 7 HARE STREET 4TH FLOOR KOLKATA -700 001**

**Tel. No.: 033 40004570**

**Website: www.hamiltonpoles.com ; E-mail: hamiltonpoles@rediffmail.com**

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the meeting hall)**

<b>Members' Name and Address details</b>	
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<b>Reg. Folio No.</b>	
<b>DP &amp; Client No.</b>	
<b>No. of Shares Held</b>	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the Company at 7 Hare Street, 4<sup>th</sup> Floor, Kolkata -700-001 at 03:00 PM on Thursday, the 26th September, 2019.

Member's Name: \_\_\_\_\_

Proxy's Name: \_\_\_\_\_

Member's/Proxy's Signature \_\_\_\_\_

**ELECTRONIC VOTING PARTICULARS**

<b>Electronic Voting Sequence Number (EVSN)</b>	<b>User id</b>	<b>Password</b>
	Please use existing user id and password	

**Notes:**

- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Note No. 15 to the Notice dated 04<sup>th</sup> September, 2019 of the 38th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 23.09.2019 and ends at 5.00 P.M. on 25.09.2019, the e-voting module shall be disabled by CDSL for voting thereafter.

HAMILTON POLES MANUFACTURING CO LTD  
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Regd. Off.: - 7 HARE STREET 4TH FLOOR KOLKATA -700 001  
Tel. No.: 033 40004570  
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### ROAD MAP TO AGM VENUE



**Poddar Court**  
7, Hare Street, 4<sup>th</sup> Floor, Kolkata-700001