HEM HOLDINGS AND TRADING LIMITED
REGD. OFF. 601 /602 A, FAIRLINK CENTRE OFF. ANDHERI LINK ROAD
ANDHERI (W) , MUMBAI 400 053
TEL NO. 40034768
Email : compliance@hemholdings.com/investors@hemholdings.com
CIN: L65990MH1982PLC026823

Date: 03/09/2019

To,
The Secretary
Department of Corporate Services
Bombay Stock Exchange Limited
Floor No 25, PJ Tower,
Dalal Street
Mumbai-400 001

Sub: Intimation Regarding Annual General Meeting, Remote E-Voting and Submission of Notice.

Dear Sir/ Madam,
This is to inform you that the 37th Annual General Meeting (AGM) of Hem Holdings and Trading Limited is scheduled to be held on Thursday, 26th September, 2019 at 4.30 PM at Shri Ramkrishna Bajaj Conference , Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House,6th Floor, 12K Dubhash Marg,Fort,Mumbai-400 001.Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find attached herewith the Notice of AGM.

Pursuant to Section 91 of Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the register of members and share transfer books of the Company will be closed from 20th September, 2019 till 26th September, 2019 (both days inclusive) for the purpose of AGM.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide the remote e-voting facility to its shareholders to exercise their vote by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LIIPL) and through Ballot Paper at the venue of the meeting.

The remote e-voting period shall commence on 23.09.2019 (09:00 AM) and ends on 25.09.2019 (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 of 19.09.2019 may cast their vote electronically.

Thanking you,

For, Hem Holdings and Trading Limited

Ketan M Shah
Director

NOTICE

Notice is hereby given that the 37th Annual General Meeting (AGM) of the shareholders of Hem Holdings and Trading Limited will be held on Thursday, 26th September, 2019 at 4.30 pm at Shri Ramkrishna Bajaj Conference Room, Maharashtra Chamber of Commerce, Industry & Agriculture ,Oricon House, 6th Floor, Kala Ghoda, Fort, Mumbai - 400 001, to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and approve the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 together with Reports of Directors and Auditors thereon.

2. To appoint a Director in place of Mr Ketan Shah (DIN: 00312343) who retires by rotation and being eligible offer himself for re-appointment.

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provision of Companies Act, 2013("the act") and the Companies Rule, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) read with Schedule IV of the act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rahul Sethi (DIN: 01033208) who was appointed as Additional Director of the Company in the category of Independent Director, by the Board of Directors with effect from 8th April, 2019 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the company has received a notice in writing under section 160 of the Act, from a member signifying his intention to propose Mr. Rahul Sethi as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company in category of Independent Director for a five years upto 7th April, 2024."

By Order of the Board of Directors

For, Hem Holdings and Trading Ltd

Sangeeta Ketan Shah
(Managing Director)

Date:14.08.2019
Place: Bhilai

Reg Office : 601/602A,Fairlink Center, Off Andheri Link Road, Andheri (W), Mumbai-400 053

NOTES:

a) The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item No. 3 of the accompanying Notice is annexed hereto.

b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.

Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the Annual General Meeting.

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.

c) Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.

d) The Register of Members and Share Transfer Books of the Company will be closed from 20th September, 2019 to 26th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting for the year ended 31st March,2019.

e)Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.

f)Electronic copy of the Annual Report for F.Y. 2018-19 along with Notice of the 37th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent to all the members who's E-mail 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 e-mail address, physical copies of the Annual Report for F.Y. 2018-19 along with Notice of the 37th Annual General Meeting of the Company, Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that Annual Report for F.Y 2018-19 will also be available on the Company's website www.hemholdings.com for download.

g) Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the AGM venue.

h) 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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/Company.

i) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

j) A Route Map for easy location to reach the venue of Annual General Meeting is attached as **Annexure-I** with the notice of Annual General Meeting.

k)The cut-off date for the purpose of remote e- voting and voting at the AGM shall be 19^{th} September, 2019. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

l) A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure II**.

m) 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 (10:00 am to 05:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

n)Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 37th Annual General Meeting. The business may be transacted through e-voting services rendered by Link Intime India Private Limited (LIIPL).

The Instruction for e-voting as under:

i. Log-in to e-Voting website of LIIPL.

ii. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

iii. Click on "Login" tab, available under 'Shareholders' section.

iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

v. Your User ID details are given below:

a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID

b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID

c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

vi. Your Password details are given below:

If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.

	• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (v-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically.

vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

viii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

ix. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

x. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xii. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

xiii. 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).

xiv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2019.

xv. 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 evoting as well as voting at the AGM through ballot paper.

xvi. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

xvii. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM (i.e. cut-off date for dispatch 23rd August, 2019) but before the cut-off date of 19th September, 2019 may obtain their user ID and password for e-voting by sending a request to our registrar and transfer agent at rnt.helpdesk@linkintime.co.in.

xviii. The e-voting period commences on 23rd September, 2019 (09:00 am) and ends on 25th September, 2019 (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 19th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by LIIPL for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

xix. Mr Divanshu Mittal of M/s Divanshu Mittal & Associates , Practicing Company Secretary, Jaipur has been appointed as the Scrutinizer to scrutinize for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

xx. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

xxi.The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizers Report shall be placed on the Company’s website www.hemholdings.com and on the website of LIIPL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited (BSE).

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https:// instavote.linkintime.co.in and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions (“FAQs”) and Insta vote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Explanatory Statement [Pursuant to Section 102 of the Companies Act, 2013 (“Act”)]

The following Statement sets out all material facts relating to Item Nos. 3 mentioned in the accompanying Notice.

ITEM NO. 3

The Board of Directors appointed Mr Rahul Sethi as an Additional (Independent) Director of the Company, not liable to retire by rotation, with effect from 8th April , 2019. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr Rahul Sethi will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member proposing the candidature of Mr Rahul Sethi for the office of Director.

The Company has received from Mr Rahul Sethi (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr Rahul Sethi as an Independent Director of the Company for a period commencing 8th April, 2019 up to 7th April ,2024 . Mr Rahul Sethi , once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mr Rahul Sethi fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management of the Company.

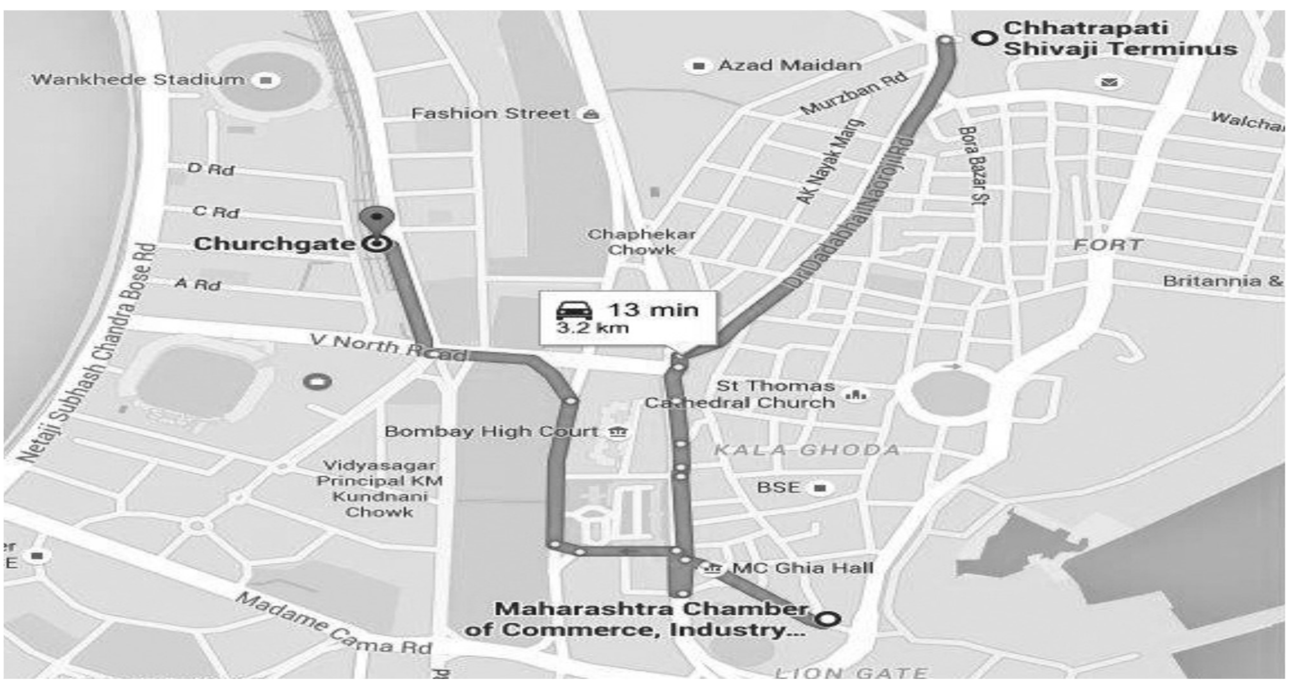
The profile and specific areas of expertise of Mr Rahul Sethi are provided as an annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr Rahul Sethi , to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board of Directors recommend the Ordinary Resolution as set out at item No. 3 of the Notice for approval by the members.

Annexure-I

ROUTE MAP TO THE VENUE OF THE 37TH AGM OF HEM HOLDINGS AND TRADING LIMITED TO BE HELD ON 26TH SEPTEMBER, 2019.



Shri Ramkrishna Bajaj Conference Room, Maharashtra Chamber of Commerce, Industry & Agriculture ,Oricon House,6th Floor ,Kala Ghoda, Fort,Mumbai - 400 001

Annexure – II

Brief Profile of Appointee:

Name of Director:	Rahul Sethi	Ketan M Shah
Date of Birth :	22/07/1978	02/12/1965
Date of First Appointment on Board:	08/04/2019	12/03/1993
Qualifications	Bachelor degree in Economics	Bachelor degree in Mechanical Engineering and postgraduate degree in Business Management
Experience/Expertise in specific functional area/ Brief resume of the Director:	Mr Rahul Sethi has graduated from Delhi University in Economics and having more than 20 years experience in International business development. He has worked with global corporations in over 20 countries in areas of IT, management consulting. Being a successful entrepreneur, he has built several successful start ups in functional areas such as Procurement automation, Resourcing and business analytics. He is actively involved in Industry associations in various capacity.	Mr Ketan Moolchand Shah holds a Bachelor degree in Mechanical Engineering from the Madhav Institute of Technology and Science, Gwalior (M.P) and a postgraduate degree in Business Management from the University of Florida.
Terms and conditions for appointment / reappointment	As per Company Policy on appointment of Board members	
Details of Remuneration sought to be paid and Remuneration last drawn:	As per Nomination and Remuneration Policy	
Number of Board Meetings attended during FY 2018-19:	Nil	6/6
Other Directorship held:	1. City Roots Private Limited 2. Sourcegain Consulting Private Limited	1. Simplex Castings Limited 2. Sim Prabha Estates and Trading Company Pvt Ltd. 3. Prabha Plantations Pvt Ltd.

		4. SEFW Projects Pvt Ltd.
No. of Shares Held (as on 31st March,2019)	0	51702
Relationship with other Directors and KMPs of the Company	Mr Rahul Sethi is not related to any other Director of the Company.	Mrs Sangeeta K Shah and Mr Ketan M Shah are related to each other.