

NOTICE

Notice is hereby given that the twenty fifth **Annual General Meeting (AGM)** of **Hisar Metal Industries Limited** will be held on Monday, **September 28, 2015, at 11:00 A.M.** at its Registered Office at **Near Industrial Development Colony, Delhi Road, Hisar-125 005, (Haryana)**, to transact the following businesses:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Re. 1/- per share as recommended by the Board of Directors.
3. To appoint a Director in place of Mrs. Anubha Tayal (DIN-00081391), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass with or without modification(s) 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 Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 24, 2014, the appointment of M/s. Ram Sanjay & Co., Chartered Accountants (Firm Registration No. 021670N), as the Statutory Auditors of the Company to hold office till the conclusion of the twenty seventh AGM to be held in the financial year 2017-18 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the Audit Committee in consultation with the auditors.”

Special Business:

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

“RESOLVED that pursuant to the provisions of Sections 148 and in accordance with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, if any, a remuneration of Rs. 50,000 be and is hereby determined to be paid to M/s. Naveen Gupta & Co., Cost Accountants having Firm Registration no. 100920 with the Institute of Cost Accountants of India, as approved by the Board of Directors of the Company (“Board”) on recommendation of the Audit Committee of the Board to audit the cost records of the Company for the year 2015-16.”

**By the order of Board of Directors
For Hisar Metal Industries Limited**

Date: August 12, 2015
Place: Hisar

Sd/-
(Pardeep Nandal)
Company Secretary

NOTES:

1. **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 so appointed need not be a member of the Company.**
2. The instrument appointing a proxy, duly completed, shall be received not less than 48 hours before the commencement of the meeting at the registered office of the Company in order to make the proxies effective. A person appointed as proxy shall act on behalf of not more than fifty members and holding in the aggregate not more than ten percent of 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 proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
4. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at-least three days in advance.
5. Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Members are advised to nominate a person in respect of all the shares held by them.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA/Company, for consolidation into a single folio.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The statement as per Section 102(1) of the Companies Act, 2013, with respect to the special businesses in this Notice and details of Directors to be appointed/re-appointed in this meeting as required under listing agreements with Stock Exchanges are annexed herein-below.
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
13. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2015, to September 28, 2015, (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2015, and the AGM.
14. Subject to the provisions of the Companies Act, 2013, dividend of 10% (Rs. 1/- per share) for the financial year ended on March 31, 2015, as recommended by the Board, if declared at the meeting, will be paid within 30 days from the date of declaration, to those members whose names appear on the Company's Register of Members and List of Beneficiaries as at the close of business hours on September 21, 2015.
15. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during business hours on working days up to the date of the AGM.

16. Pursuant to Section 124 of the Companies Act, 2013, any amount of dividend that remains unpaid / unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, is required to be transferred to the Investor Education and Protection Fund of the Central Government (IEPF). The Company has transferred the amount of dividends declared up to financial years 2006-07 from time to time, to the IEPF. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 24, 2014, (date of last Annual General Meeting) on the website of the Company (www.hisarmetal.com), as also on the website of the Ministry of Corporate Affairs. Members are requested to write to the Company Secretary to claim unpaid dividend.
17. Members holding shares in dematerialized form are requested to update the details pertaining to their shareholding such as change of address/name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However the members who hold shares in physical form may write to the Company Secretary or RTA at M/s. Skyline Financial Services Pvt. Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020, Tel.: +91 (11) 64732681 to 88, Fax: +91 (11) 26812682, Email: admin@skylinerta.com
18. Members holding shares in physical form are requested to dematerialize their shares for their own convenience.
19. 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 Registrar and Share Transfer Agent or the Company.
20. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
21. The Notice of the AGM alongwith the Annual Report 2014-15 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.
22. Instructions and other information relating to remote e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the listing agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - II. The facility for voting through ballot paper system shall also be made available at the venue of 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 above voting system.
 - III. 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.
 - IV. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.
 - V. The Board of Directors has appointed Mr. Yashlok Dubey, Company Secretary (ACS-39066), as Scrutinizer to scrutinise the remote e-voting and voting through ballot paper at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

- VI. 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 i.e. September 22, 2015, only shall be entitled to avail the facility of remote e-voting or voting by ballot paper at the meeting.
- VII. You can also update your mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- VIII. 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 i.e. September 22, 2015.
- IX. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 22, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- X. The remote e-voting period commences on September 24, 2015, (9:00 am) and ends on September 27, 2015, (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 22, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- XI. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.hisarmetal.com and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- XII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. September 28, 2015.
- XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free No. : 1800-222-990.
- XIV. The process and manner for remote e-voting are as under:
- A. In case a member receives an email from NSDL [for members whose email addresses are registered with the Company/Depository Participants(s)] :
- Open PDF file attached with the e-mail. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - Click on Shareholder – Login
 - 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 <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990
 - If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. (i) as mentioned in A above) or in physical form (as per Sr. No. (i) as mentioned in B below), as the case may be. Click Login.
 - The password change menu appears on your screen. Change the password 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.

- (vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (viii) Select "EVEN" (E-Voting Event Number) of "Hisar Metal Industries Limited". Now you are ready for remote 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) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained. The members can login any number of times during the voting period, till they have voted on all the resolutions.
- (xii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- (xiii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Power of Attorney/ Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s), who are authorized to vote, to the Scrutinizer through e-mail at yashastilo@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice by Post [for members whose email addresses are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) User ID and initial password – These will be sent separately.
- (ii) Please follow all steps from Sr. No. (ii) to Sl. No. (xiii) as mentioned in (A) above, to cast your vote.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and information under Clause 49 of the listing agreements with the Stock Exchanges about Directors seeking appointment / re-appointment

Item: 3

Mrs. Anubha Tayal, aged about 58 years is a Graduate. She has more than 25 years experience as Industrialist and was inducted into the Board of Directors of the Company on June 24, 1992.

Although she is a Non-Executive Director of the Company but leveraging her vast experience and interest in cold rolling mills, provides her guidance on various matters of the Company from time to time.

Mrs. Anubha Tayal does not hold Directorship and/or membership of committees in any other Company. She is member of two committees namely Audit Committee and Stakeholders Relationship Committee but does not chair any committees of the Company. Further she is a shareholder of the Company and holds 476100 shares of the Company.

Nature of expertise in specific functional area: Operational Management and Finance

Except the following Directors none of the Directors/Key Managerial Personal of the Company/their relatives are, in any way, concerned or interested in this resolution:

Sr. No.	Name	Description	Relation
1.	Mr. Abhiram Tayal Managing Director	Husband	
2.	Mr. Karan Dev Tayal	Non-Executive Director	Son

The Board of Directors considers that in view of the background, experience and contribution to the Company of Mrs. Anubha Tayal, it would be in the interest of the Company to re-appoint her as a Director of the Company and recommends to the shareholders this resolution.

Item: 5

The Board of Directors (Board) in its meeting held on May 30, 2015, has appointed M/s. Naveen Gupta & Co., Cost Accountants, having Firm Registration no. 100920 with the Institute of Cost Accountants of India, as the Cost Auditors of the Company to audit the cost records of the Company for the financial year 2015-16, at a remuneration of Rs. 50,000. The appointment and remuneration was made on the recommendation of Audit Committee of the Board. As per the provisions of the Companies Act, 2013, the remuneration of Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

The Board recommends this resolution for approval of the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in the proposed resolution.

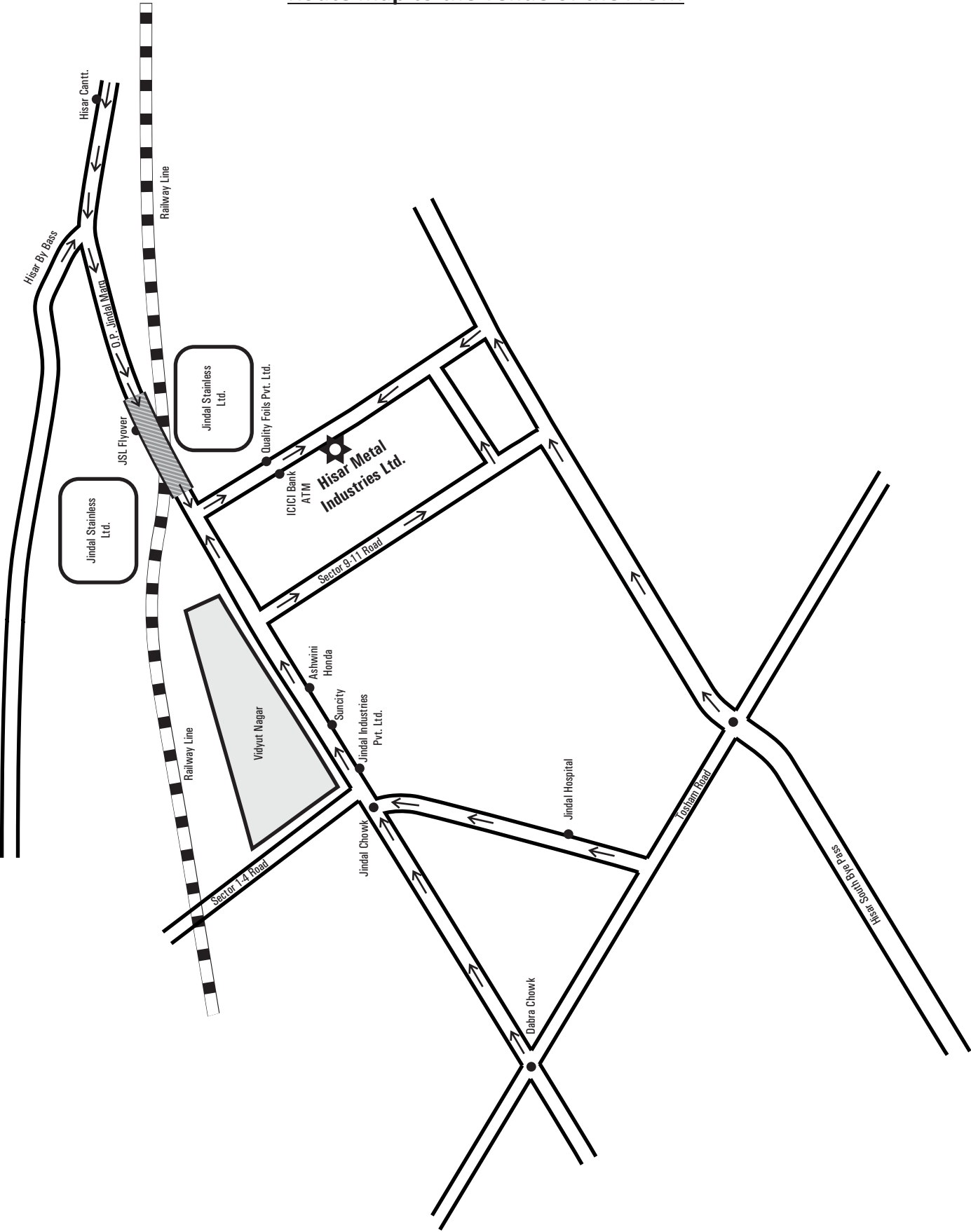
**By the order of Board of Directors
For Hisar Metal Industries Limited**

Date: August 12, 2015

Place: Hisar

Sd/-
(Pardeep Nandal)
Company Secretary

Route map to the venue of the AGM



HISAR METAL INDUSTRIES LIMITED

REGISTERD OFFICE: NEAR INDUSTRIAL DEVELOPMENT COLONY

DELHI ROAD, HISAR – 125005, HARYANA, INDIA

Ph: 01662-220067, 220367, 220738 Fax: 011- 43851119

E-mail: info@hisarmetal.com Website: www.hisarmetal.com

CIN: L74899HR1990PLC030937

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: _____

I/ We, being the member(s) of shares of the Hisar Metal Industries Limited, hereby appoint:

Name: _____
Address: _____
E-mail ID: _____
Signature: _____

Or failing him/her

Name: _____
Address: _____
E-mail ID: _____
Signature: _____

Or failing him/her

Name: _____
Address: _____
E-mail ID: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me /us and my/our behalf at the twenty fifth Annual General Meeting of the Company, to be held on Monday, September 28, 2015, at 11:00 A.M. at its registered office at near IDC, Delhi Road, Hisar-125005, (Haryana) and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. no.	Resolutions to be passed in the meeting	For	Against
1.	Adoption of Audited Financial Statements for the year ended 31st March 2015 together with the Reports of the Board of Directors and the Auditors thereon		
2.	Declaration of dividend for the financial year 2014-15		
3.	Appointment of Director in place of Mrs. Anubha Tayal, who retires by rotation and is eligible for re-appointment		
4.	Ratification of appointment of Statutory Auditors and fixing their remuneration		
5.	Ratification of Cost Auditors' remuneration		

Signed this day of 2015

Signature

.....
(Proxy holder)

Signature.....
(Shareholder)

A? x
Revenue
Stamp
Rs. 1/-

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 .
✓

HISAR METAL INDUSTRIES LIMITED

REGISTERD OFFICE: NEAR INDUSTRIAL DEVELOPMENT COLONY

DELHI ROAD, HISAR – 125005, HARYANA, INDIA

Ph: 01662-220067, 220367, 220738 Fax: 011- 43851119

E-mail: info@hisarmetal.com Website: www.hisarmetal.com

CIN: L74899HR1990PLC030937

ATTENDANCE SLIP

(Please complete this slip and hand it over at the entrance of the Meeting Hall)

I/We, hereby record my/our presence at the twenty fifth Annual General Meeting to be held on Monday, September 28, 2015, at 11:00 A.M. at its registered office at near IDC, Delhi Road, Hisar-125 005, (Haryana).

Name of the share holder/proxy*.....

Address

No. of shares heldFolio No.

*(Strike out whichever is Not Applicable)

(Signature of the Shareholder/Proxy)