



**TWENTY NINTH
ANNUAL REPORT
2018-19**

HISAR METAL INDUSTRIES LTD.
CIN : L74899HR1990PLC030937

BOARD OF DIRECTORS

Mr. M.P. Jindal (Chairman)
Mr. Abhiram Tayal (Managing Director)
Mr. Karan Dev Tayal (Whole-time Director)
Mrs. Anubha Tayal
Mr. Shital Parshad Jain
Mr. Sajjan Singh
Mr. Sharat Jain
Mr. Anuj Kumar

CHIEF FINANCIAL OFFICER

Mr. R.S.Bansal

GM (FINANCE) & COMPANY SECRETARY

Mr. Vishesh Kumar Chugh

STATUTORY AUDITORS

Arun Naresh & Co.
Chartered Accountants
259, 2nd Floor, Aggarwal City Plaza
Rohini, Sector-3, Delhi-85

BANKERS

Punjab National Bank

REGISTERED & CORPORATE OFFICE

Near I.D.C., Delhi Road
Hisar-125 005
Haryana

CIN: L74899HR1990PLC030937

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NOTICE

Notice is hereby given that the Twenty Ninth **Annual General Meeting (AGM)** of **Hisar Metal Industries Limited** will be held on **Monday, September 23, 2019 at 9:00 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, 2019, 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 Mr M.P.Jindal (DIN-00049867), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. 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 Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 50,000 (Rupees fifty thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s Naveen Gupta & Co., Cost Accountants (Firm Registration No. 100920), Cost Auditors of the Company, for the financial year 2019-20 be and is hereby ratified.”

5. **Re-appointment of Mr. Shital Parshad Jain (DIN-01844444) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shital Parshad Jain (DIN-01844444), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 24th September, 2019 upto 23rd September, 2024 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), Mr. Shital Parshad Jain on attaining the age of 75 (seventy five) years on 15th June, 2021, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

6. Re-appointment of Mr. Sharat Jain (DIN-02846477) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sharat Jain (DIN-02846477), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 24th September, 2019 upto 23rd September, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

7. Re-appointment of Mr. Anuj Kumar (DIN-02846580) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anuj Kumar (DIN-02846580) Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 24th September, 2019 upto 23rd September, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

8. Re-appointment of Mr. Sajjan Singh (DIN-00081937) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sajjan Singh (DIN-00081937) Independent Non-Executive

Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 24th September, 2019 upto 23rd September, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

Hisar, August 10, 2019

Registered Office:

Near I.D.C., Delhi Road

Hisar-125 005

Haryana

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

(Vishesh Kumar Chugh)
GM (Finance) & 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, should 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. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
4. 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.
5. 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.
6. Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. 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.
8. 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.
9. Members are advised to nominate a person in respect of all the shares held by them.

10. 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.
11. 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.
12. The statement as per Section 102(1) of the Companies Act, 2013 with respect to the special businesses in this Notice is annexed herein-below.
13. 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. 24. 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.
14. The Register of Members and Share Transfer Books of the Company will remain closed from September 14, 2019 to September 23, 2019 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2019 and for the AGM.
15. Subject to the provisions of the Companies Act, 2013 dividend of 10% (Re. 1/- per share) for the financial year ended on March 31, 2019 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/List of Beneficiaries as on September 13, 2019.
16. 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.
17. 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 2010-11 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 27, 2018 on the website of the Company (<http://www.hisarmetal.com>). Members are requested to write to the Company Secretary to claim unpaid dividend.
18. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all shares of the Company in respect of which dividend remain unpaid or unclaimed for consecutive period of seven years or more shall be transferred to the IEPF Authority after complying with the procedure laid down under the Rules. During the last year 5250 shares have been transferred to IEPF authority. The details are available on the website of the Company (<http://www.hisarmetal.com>)
19. 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

20. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.
21. 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.
22. 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.
23. The Notice of the AGM alongwith the Annual Report 2018-19 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. The Notice of the AGM alongwith the Annual Report 2018-19 will also be available on the Company's website: <http://www.hisarmetal.com>.
24. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Sanjeev Jain, Practising Chartered Accountant (Membership No 500771), as Scrutinizer to scrutinise the remote e-voting and voting through ballot paper at the meeting in a fair and transparent manner.
 - 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 16, 2019 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 16, 2019.
- 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 16, 2019 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 Friday, September 20, 2019 (9:00 am) and ends on Sunday, September 22, 2019 (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 16, 2019 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 two days of conclusion of the meeting, make 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 and declare the result of the voting forthwith. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://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 23, 2019.
- 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:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client I For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjeevacs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item: 4

The Board of Directors (Board) in its meeting held on August 10, 2019 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 2019-20 at a remuneration of Rs. 50,000 plus applicable taxes and reimbursement of actual travel and out of pocket expenses. The appointment and remuneration was made on the recommendation of Audit Committee of the Company. As per provisions of the Companies Act, 2013 the remuneration of Cost Auditor shall be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution set forth in Item No. 4.

Item No. 5

Re-appointment of Mr. Shital Parshad Jain (DIN-01844444) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 24th Annual General Meeting held on 24th September, 2014, Mr. Shital Parshad Jain was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 23rd September, 2019. Since, Mr. Shital Parshad Jain will complete his initial term as an Independent Director of the Company on 23rd September, 2019, he is eligible for re-appointment for one more term.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Shital Parshad Jain, aged about 73 years, is an Advocate and has experience of over 43 years. Mr. Parshad is practicing as an Advocate and his proprietary firm provides consultancy in various areas under corporate laws, taxation, organizational restructuring etc. He is the Chairman of the Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company and does not hold directorship and membership of committees in any other company. He does not hold any share of the Company. He is on the board of the Company since October 12, 2007.

Nature of expertise in specific functional area: Corporate laws and taxation

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (“Amendment Regulations, 2018”), inter alia, provides that “no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect”. Mr. Shital Parshad Jain will attain the age of 75 years on 15th June, 2021 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10th August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure, the approval of the Members of the Company be and is hereby sought by way of passing the special resolution for re-appointment of Mr. Shital Parshad Jain (DIN-01844444) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 24th September, 2019 upto 23rd September, 2024, who will also attain the age of 75 (seventy five) years on 15th June, 2021 during the above term of re-appointment, the continuation of such appointment for 5 years even after attaining the age of 75 years, will be considered as

requisite approval from shareholders as required in the Amendment Regulations, 2018. Further Mr. Shital Parshad Jain shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Shital Parshad Jain, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Shital Parshad Jain confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Shital Parshad Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. Shital Parshad Jain setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Shital Parshad Jain as an Independent Director of the Company.

Except Mr. Shital Parshad Jain, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 6

Re-appointment of Mr. Sharat Jain (DIN-02846477) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 24th Annual General Meeting held on 24th September, 2014, Mr. Sharat Jain was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 23rd September, 2019. Since, Mr. Sharat Jain will complete his initial term as an Independent Director of the Company on 23rd September, 2019, he is eligible for re-appointment for one more term.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Sharat Jain, aged about 47 years, is a Businessman and was inducted into the Board of Directors on October 31, 2009. He is a graduate and has experience of over 17 years. He is not a director in any other company and does not chair or hold membership of committees of the Company and any other company. He is not a shareholder of the Company. He is on the board of the Company since October 31, 2009.

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

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10th August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure, the approval of the Members of the Company be and is hereby sought by way of passing the special resolution for re-appointment of Mr. Sharat Jain (DIN-02846477) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 24th September, 2019 upto 23rd September, 2024. Further Mr. Sharat Jain shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Sharat Jain, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Sharat Jain confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Sharat Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. Sharat Jain setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Sharat Jain as an Independent Director of the Company.

Except Mr. Sharat Jain, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item

No. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 7

Re-appointment of Mr. Anuj Kumar (DIN-02846580) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 24th Annual General Meeting held on 24th September, 2014, Mr. Anuj Kumar was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 23rd September, 2019. Since, Mr. Anuj Kumar will complete his initial term as an Independent Director of the Company on 23rd September, 2019, he is eligible for re-appointment for one more term.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Anuj Kumar aged about 39 years is an Accountant by profession and was inducted into the Board of Directors on October 31, 2009. He is a graduate and has experience of more than 11 years.

He does not chair or hold membership of committees of the Company and any other company. He is a director of Saransh Properties and Investments Pvt. Ltd. and does not hold directorship in any other company. Further he is not a shareholder of the Company. He is on the board of the Company since October 31, 2009.

Nature of expertise in specific functional area: Accountancy and Taxation in steel industry

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10th August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure, the approval of the Members of the Company be and is hereby sought by way of passing the special resolution for re-appointment of Mr. Anuj Kumar (DIN-02846580) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 24th September, 2019 upto 23rd September, 2024. Further Mr. Anuj Kumar shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Anuj Kumar, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Anuj Kumar confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing

Regulations, as amended from time to time. Mr. Anuj Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. Anuj Kumar setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Anuj Kumar as an Independent Director of the Company.

Except Mr. Anuj Kumar, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 8

Re-appointment of Mr. Sajjan Singh (DIN-00081937) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 24th Annual General Meeting held on 24th September, 2014, Mr. Sajjan Singh was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 23rd September, 2019. Since, Mr. Sajjan Singh will complete his initial term as an Independent Director of the Company on 23rd September, 2019, he is eligible for re-appointment for one more term.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Sajjan Singh aged about 49 years is a science graduate and was inducted into the Board of Directors on September 28, 2002.

He is member of three committees namely Nomination & Remuneration Committee, Audit Committee, Corporate Social Responsibility Committee and Chairman of the Stakeholder Relationship Committee. He does not hold directorship and membership of committees in any other company. Further he is not a shareholder of the Company.

Nature of expertise in specific functional area: Operations related to cold rolling mills

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10th August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure, the approval of the Members of the Company be and is hereby sought by way of passing the special resolution for re-appointment of Mr. Sajjan Singh (DIN-00081937) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 24th September, 2019 upto 23rd September, 2024. Further Mr. Sajjan Singh shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Sajjan Singh, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Sajjan Singh confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Sajjan Singh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. Sajjan Singh setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Sajjan Singh as an Independent Director of the Company.

Except Mr. Sajjan Singh, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

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

Hisar, August 10, 2019
Registered Office:
Near I.D.C., Delhi Road
Hisar-125 005
Haryana

(Vishesh Kumar Chugh)
GM (Finance) & Company Secretary

ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Mr. Shital Parshad Jain	Mr. Sharat Jain	Mr. Anuj Kumar	Mr. Sajjan Singh
Directors Identification Number (DIN)	01844444	02846477	02846580	00081937
Age	73 Years	47 Years	39 Years	49 Years
Qualification	Advocate	Graduate	Graduate	Graduate
Experience and expertise	43 Years, expertise in Corporate laws and taxation	17 Years, expertise in Operational Management and Finance	11 Years, expertise in Accountancy and Taxation in steel industry	16 Years Operations related to cold rolling mills
Date of first Appointment on the Board of the Company	12/10/2007	31/10/2009	31/10/2009	28/09/2002
Shareholding in Hisar Metal Industries Limited	Nil	Nil	Nil	Nil
Terms and conditions of re-appointment	As per the resolution at item no. 5 of the Notice convening Annual General Meeting to be held on 23 rd September, 2019 read with explanatory statement thereto	As per the resolution at item no. 6 of the Notice convening Annual General Meeting to be held on 23 rd September, 2019 read with explanatory statement thereto	As per the resolution at item no. 7 of the Notice convening Annual General Meeting to be held on 23 rd September, 2019 read with explanatory statement thereto	As per the resolution at item no. 8 of the Notice convening Annual General Meeting to be held on 23 rd September, 2019 read with explanatory statement thereto
Remuneration last drawn	Nil	Nil	Nil	Nil
Number of Meetings of the Board attended during the year	4 out of 4	4 out of 4	4 out of 4	4 out of 4
List of Directorship held in other companies	NIL	NIL	<ul style="list-style-type: none"> Saransh Properties and Investments Pvt. Ltd. 	NIL
Membership / Chairmanship in Committees of other companies as on date	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Relationships between Directors inter-se	Nil	Nil	Nil	Nil

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present 29th Annual Report and the Company's audited financial statement for the financial year ended March 31, 2019.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2019 is summarized below:

	(Rs. in Lakhs)	
FINANCIAL RESULTS	<u>2018-19</u>	<u>2017-18</u>
Sales/Others receipts	20877.57	23673.71
Profit before depreciation and Taxation	909.18	913.07
Less: depreciation	208.86	184.34
Profit after depreciation	700.32	728.73
Less: Provision for Taxation		
Current Year	174.50	237.07
Deferred Tax	(5.75)	2.48
Previous Year Tax	(0.97)	(7.22)
Profit after Taxation	532.54	496.40
Add: Profit brought forward	1093.37	662.07
Profit available for appropriation	1625.91	1158.47
Dividend & Tax on dividend	65.10	65.10
Surplus carried to Balance Sheet	1560.81	1093.37

COMPANY'S BUSINESS GROWTH AND PROSPECTS

The total income for the current year has remained to Rs.20877.57 Lakhs as against previous year of Rs. 23673.71 Lakhs, whereas the profit after tax has increased from Rs. 496.40 Lakhs to Rs. 532.54 Lakhs .

DIVIDEND

Your Directors have recommended a dividend of 10% on share of face value of Rs. 10 each i.e. Re. 1/- per share for the financial year ended on March 31, 2019.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2019 was Rs. 5,40,00,000/-. During the year under review the company has not issued any shares or convertible instruments.

TRANSFER TO RESERVES

Your Directors have not recommended any amount to transfer to general reserve.

FIXED DEPOSITS

Your Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rule, 2014.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has deposited a sum of Rs. 37989/- into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend amount for the financial year ended March 31, 2011.

As per the said Rules, the corresponding equity shares in respect of which Dividend remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. During the year under review, the Company has transferred 5250 underlying Equity Shares to the Demat Account of the IEPF Authority, in compliance with the aforesaid Rules

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

The details of the investments made by the Company, if any, are given in the notes to the financial statements.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions may be accessed on the Company's website at the link: <http://www.hisarmetal.com>

Your Directors draw attention of the members to Note 27 to the financial statement which sets out related party disclosures.

INTERNAL FINANCIAL CONTROL

Your Company has adequate internal control systems commensurate with its size and operations, although not documented. The Company regularly gets its accounts audited from internal auditor.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism & Whistle Blower Policy to report genuine concerns or grievances. The Vigil Mechanism & Whistle Blower Policy has been posted on the Company's website at <http://www.hisarmetal.com>.

RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework. The Company has also devised a Risk Management Policy for identification of elements of risks and procedures for reporting the same to the Board.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure A** to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 134 (5) of Companies Act, 2013 the Board of Directors confirms that:

- a) in the preparation of the annual accounts for the year ended March 31, 2019 the applicable Indian accounting standards (IND-AS) read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr M.P.Jindal (DIN-00049867), Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Further, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 10th August, 2019, have recommended and approved the re-appointment of Mr. Shital Parshad Jain (DIN-01844444), Mr. Sharat Jain (DIN-02846477), Anuj Kumar (DIN-02846580) and Mr. Sajjan Singh (DIN-00081937), whose first term as Independent Directors of the Company will be expiring on 23rd September, 2019 and proposed to be re-appointed as Independent Director for a second consecutive term for period of 5 (five) years w.e.f. 24th September, 2019 upto 23rd September, 2024, subject to approval of Members at this ensuing Annual General Meeting of the Company.

Brief resume, nature of expertise, details of directorships held in other companies of the above Directors proposed to be re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulations, is appended as an annexure to the Notice of the Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The evaluation of all the Directors and the Board as whole was conducted based on the

criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance Report section in this Annual Report.

The policy of the Company on Directors' appointment and remuneration, adopted by the Board, is appended as **Annexure-B** to the Boards' report.

Key Managerial Personnel:

Pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), the following are the Key Managerial Personnel of the Company:

1. Sh Mahabir Parsad Jindal, Chairman
2. Sh Abhiram Tayal, Managing Director
3. Sh Karan Dev Tayal, Whole Time Director
4. Sh Radhey Shyam Bansal, Chief Financial Officer
5. Sh Vishesh Kumar Chugh, GM (Finance) & Company Secretary

AUDIT COMMITTEE

The Audit Committee consists of three Directors, out of which two are the Independent Directors, namely Mr. Shital Parshad Jain (Chairman), Mr. Sajjan Singh and Mrs. Anubha Tayal as other members. All the recommendations made by the Audit Committee were accepted by the Board.

Corporate Social Responsibility (CSR) Committee:

Pursuant to Section 135 of the Companies Act, 2013, the company has constituted a CSR Committee consisting of following members:-

- Mr Shital Parshad Jain, Independent Director as Chairman
- Mr Sajjan Singh, Member
- Mrs Anubha Tayal, Member

BOARD AND COMMITTEE MEETINGS

Four meetings of the Board of Directors were held during the year. The details of the composition of the Board and its Committees and the number of meetings held and attendance of Directors at such meetings are provided in the Corporate Governance Report, which forms part of the Annual Report.

STATUTORY AUDITORS

M/s. Arun Naresh & Co., Chartered Accountants, were appointed as Statutory Auditor of the Company at 27th Annual General Meeting held on September 27, 2017 to hold office till the conclusion of the 32nd Annual General Meeting.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITORS

Ms Anju Jain, the Practicing Company Secretary was appointed by the Board as Secretarial Auditor, to conduct the Secretarial Audit of the Company for the financial year 2018-19.

The Secretarial Audit Report for financial year 2018-19 forms part of the Annual Report as **Annexure-C** to the Board's report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has appointed Ms Anju Jain, Practicing Company Secretary, as Secretarial Auditor of the Company for the financial year 2019-20 also.

COST RECORDS

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

COST AUDITORS

The Board has appointed M/s. Naveen Gupta & Co., Cost Accountants having Firm Registration No. 100920 with the Institute of Cost Accountants of India, as Cost Auditor of the Company for conducting Cost Audit of the Company for the financial year 2019-20.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, Ms Ritu Aggarwal was appointed by the Board of Directors to conduct internal audit for the financial year 2019-20.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as **Annexure D** to this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no such employee of the Company who is covered under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure E** to this Report.

CORPORATE GOVERNANCE

Your Company has complied with all the mandatory provisions of corporate governance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance along-with Auditors' certificate in this regard forms part of the Annual Report as **Annexure F** to the Board's report.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forms part of the Annual Report as **Annexure G** to the Board's report.

Annual Report on Corporate Social Responsibility (CSR) activities in accordance with Rule 8 of Companies (CSR Policy) Rules, 2014:

Refer Annexure H

COMPLIANCE OF GUIDELINES OF SEBI/STOCK EXCHANGE

We have duly complied with all the applicable guidelines issued by SEBI/Stock Exchange.

SECRETARIAL STANDARDS OF ICSI

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year and date of this report.

INDUSTRIAL RELATIONS

Industrial relations continued to be cordial during the year under review.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. The Company has not constituted Employees' Stock Option Scheme (ESOS) and not issue any share to its employees under the said Scheme or any other scheme (including sweat equity shares) during the financial year.
3. Company does not have any subsidiary.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There is no women employee in the company.

ACKNOWLEDGEMENT

The Board of Directors thanks and deeply acknowledge the co-operation, assistance and support provided by all the stakeholders viz., workers, shareholders, bankers, customers, dealers, vendors, Government and Regulatory agencies.

For and on behalf of the Board of Directors

Date: August 10, 2019

Place: Hisar

(Abhiram Tayal)
Managing Director
DIN:00081453

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

ANNEXURE A

Pursuant to Companies (Accounts) Rules, 2014

A). CONSERVATION OF ENERGY

The following measures are employed by the Company for conservation of energy:-

- a) The steps taken on conservation of energy:
 1. Installation of LED lights to reduce power consumptions.
 2. To optimise the combustion of annealing furnaces, the atmospheric air is pre-heated by flue gases at 220°C to reduce fuel consumption.
 3. Using the Operating pumps near the best efficiency point for saving energy.
 4. By maintaining power factor near to 1.00 to save energy.
 5. Installation of variable frequency drive at bright annealing lines and slitting machines resulted energy cost saving and significant reduction in DC motor maintenance cost.
 6. Timer provided for auto controlling of area and plant lighting.
 7. Installed 2x25KW frequency drive in place of DOL starters at rolling mills screw down for proper utilisation of screw speed, resulting saving of energy consumption.
 8. Power purchases through IEX.
 9. At plant area used roof extractors instead of exhaust fans for air circulation saving electrical energy.
- b) The steps taken by the Company for utilising alternate sources of energy:
 1. Asbester sheets replaced with the polycarbonate transparent sheets at different intervals in order to achieve better illumination during day time and hence significant reduction in power consumption by switching off shed lights during day time at the plant.
- c) The capital investment on energy conservation equipments:
 1. Day light linked control system to be installed on the street lights to shut off the streetlights automatically.
 2. Installing localised capacitor can increase the Power Factor of the motors & improve the voltage profile of the LT distribution & decrease the distribution losses in the cable networks.
 3. More LED lights will be installed in different areas of plant to reduce power consumption.

B). TECHNOLOGY ABSORPTION

The Company has made the below mentioned efforts for the technology absorption in an effective manner:

1. Efforts in brief, made towards technology absorption and innovation : NIL
2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc. : NIL
3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year) following information may be furnished : NIL
 - a) Technology imported
 - b) Year of import
 - c) Has technology fully absorbed
 - d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action
4. Expenditure on Research and development : NIL

C). FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Earnings	1,02,39,774	1,10,94,269
Outgo	3,90,04,023	2,09,28,906

For and on behalf of the Board of Directors

Date: August 10, 2019

Place: Hisar

(Abhiram Tayal)
Managing Director
DIN:00081453

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

Annexure B

NOMINATION AND REMUNERATION POLICY

INTRODUCTION

This Nomination and Remuneration Policy (“Policy”) is being formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto, as amended from time to time and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). This policy is applicable to the Directors, Key Managerial Personnel and Senior Management of the Company.

(A) Role of Nomination and Remuneration Policy

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors ;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

(B) Definitions

‘**Act**’ means Companies Act, 2013

‘**Board**’ means Board of Directors of the Company.

‘**Directors**’ means Directors of the Company.

‘**Committee**’ means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act.

‘**Company**’ means Hisar Metal Industries Limited

‘**Independent Director**’ means a Director referred to in Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Director) Rules, 2014.

‘**Key Managerial Personnel (KMP)**’ means—

- i) the Chief Executive Officer or the managing director or the manager;
- ii) the Company Secretary;
- iii) the whole time director;
- iv) the Chief Financial Officer: and

v) such other officer as may be prescribed

‘Senior Management’ shall mean officer/personnel of the company who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the Chief Executive Officer/ managing director/whole time director/manager including chief executive officer/manager, in case they are not part of the board, and shall specifically include company secretary and chief financial officer

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act as may be amended from time to time shall have the meaning respectively assigned to them therein.

(C) Criteria for appointment and removal of Directors, KMPs and Senior Management

(a) Appointment Criteria and qualifications

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management level and recommend the profile to the Board for their appointment as and when required.
2. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who is below the age of twenty-one years or has attained the age of seventy years. Provided that the terms of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a Special Resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for appointment beyond seventy years.
3. A KMP of the Company shall not hold office in more than one Company except in its Subsidiary company at the same time. However, a KMP can be appointed as a Director in any company, with the permission of the Board.

(b) Term/Tenure

1. Managing Director/Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board’s report.

No independent Director shall hold office for more than two consecutive terms of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

(c) Removal

Due to reasons for any disqualification mentioned in the Act and rules made thereunder or under any other applicable laws or as per the prevailing policy of the Company, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act 85 rules.

(d) Retirement

The KMP, Senior Management personnel and other employees shall retire as per the prevailing policy of the Company.

(D) Basis of remuneration for Directors, KMPs and Senior Management

(a) Remuneration to Managing Director/Whole-Time Directors:

1. The Remuneration/ Commission etc, to be paid to Managing Director/Whole-time Directors shall be governed as per provisions of the Act and rules made thereunder or any other enactment for the time being in force and the approvals obtained from the Shareholders of the Company.
2. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.
3. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders.

(b) Minimum remuneration to Managing Director

If, in any financial year , the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

(c) Remuneration to KMPs and Senior Management

The guidelines for remuneration payable to the employees are as follows:

(i) Annual Remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts- a fixed component and a special incentive in case of some exceptional performance.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

(ii) Stock Option

The Independent Directors shall not be entitled to any Employee Stock Option Scheme (“ESOP”) of the Company whereas Managing Director, Whole-time Directors, KMPs, Senior Management and other employees may be entitled to get the ESOP of the Company based on their performance.

(d) Remuneration to Non-Executive Independent Directors

Non-executive /Independent Directors shall receive the reimbursement, if any for the expenditure incurred in connection with the business of the Company and in connection with attending meetings of the Board. Non-executive Directors shall not be entitled to any performance based incentives or bonus payments.

Policy Review

This policy is framed based on the provisions of the Act and rules framed thereunder.

In case of any subsequent changes in the provisions of the Act which makes any of the provisions in the policy inconsistent with the Act, then the provisions of the Act would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with the law.

This policy shall be reviewed by the Committee as and when changes are to be incorporated in the policy due to change in the Act or as may be felt appropriate by the Committee. Any changes or modification on the policy will be recommended by the Committee for the approval of the Board.

For and on behalf of the Board of Directors

Date: August 10, 2019

Place: Hisar

(Abhiram Tayal)
Managing Director
DIN:00081453

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

Annexure C

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Hisar Metal Industries limited
Near I. D. C., Delhi Road,
Hisar-125005 (Haryana)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Hisar Metal Industries limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period);**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**).

(vi) OTHER APPLICABLE ACTS;

- a. Factories Act, 1948;
- b. Industrial Disputes Act, 1947;
- c. Payment of Wages Act, 1936;
- d. The Minimum Wages Act, 1948;
- e. Employees' State Insurance Act, 1948;
- f. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
- g. The Payment of Bonus Act, 1965;
- h. The Industrial Employment (Standing Orders) Act, 1946;
- i. Payment of Gratuity Act, 1972;
- j. The Workmen's Compensation Act, 1923;
- k. Air (Prevention & Control of Pollution) Act, 1981;
- l. Water (Prevention & Control of Pollution) Act, 1974;
- m. Hazardous Waste (Management & Handling) Rules, 1989;
- n. Manufacture, Storage and Import of Hazardous Chemical Rules, 1989;
- o. Environment (Protection) Act, 1986;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above.

MANAGEMENT RESPONSIBILITY

- 1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit;
- 2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion;
- 3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. I have not examined any other specific laws except as mentioned above.
- 5. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
- 6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis;
- 7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

CS Anju Jain
Company Secretary in Practice
ACS No. : 11056
C P No.: 2728

Place : Hisar

Date : 10th August, 2019

Annexure D

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L74899HR1990PLC030937
ii)	Registration Date	14-05-1990
ii)	Name of the Company	HISAR METAL INDUSTRIES LIMITED
iv)	Category / Sub-Category of the Company	Company limited by shares
v)	Address of the Registered office and contact details	Hisar Metal Industries Limited Near I.D.C., Delhi Road, Hisar – 125 005 Tel.: +91 (1662) 220067/ 220367/220738 Fax: +91 (11) 43851119 E-mail: investor@hisarmetal.com Website: www.hisarmetal.com
vi)	Whether listed Company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Pvt. Ltd. D-153 A, Ist Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020 Tel.: +91 (11) 26812682, 83, 64732681 to 88 Fax: +91 (11) 26812682 Email: admin@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Steel	2410	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
	Not Applicable*				

* Company does not have any Holding/Subsidiary/Associate Company as on 31-03-2019.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year (As on 01-04-2018)	No. of shares held at the end of the year (As on 31-03-2019)	% Change during the year
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[illegible]

shareholders holding nominal share capital up to Rs. 2 lakh.	989042	244965	1234007	22.85	1048496	85565	1134061	21.00	-1.85
ii).Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	585946	306600	892546	16.53	783152	96900	880052	16.30	-0.23
C) Other (specify)									
(C-i) NRIs	132765	-	132765	2.45	137576	-	137576	2.55	0.10
(C-ii) HUF	118137	2550	120687	2.23	102497	2550	105047	1.94	-0.29
(C-iii) Clearing Members/House	18161	-	18161	0.34	10982	-	10982	0.20	-0.14
(C-iv) IEPF	24220	-	24220	0.45	29470	-	29470	0.55	0.10
Sub-Total(B)(2)	1966330	554115	2520445	46.67	2211180	185015	2396195	44.37	-2.30
Total Public Shareholding (B)=(B)(1)+(B)(2)	1966330	554115	2520445	46.67	2211180	185015	2396195	44.37	-2.30
C. Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	4845885	554115	5400000	100.00	5214985	185015	5400000	100.00	NIL

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2018)			Share holding at the end of the year (As on 31-03-2019)			% change in share holding during the year#
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Gayatri Devi Kokra	1550	0.03	0.00	1550	0.03	0.00	NIL
2	Rahul Dev Tayal	117225	2.17	0.00	117225	2.17	0.00	NIL
3	Narender Kumar Jindal & Sons HUF	63000	1.17	0.00	63000	1.17	0.00	NIL
4	Pushpa Jindal	99150	1.84	0.00	99150	1.84	0.00	NIL
5	Narender Kumar Jindal	102000	1.89	0.00	102000	1.89	0.00	NIL
6	Mahabir Prasad Jindal	160500	2.97	0.00	160500	2.97	0.00	NIL
7	Ravinder Kumar Jindal	186300	3.45	0.00	186300	3.45	0.00	NIL
8	Pankaj Jindal	261750	4.85	0.00	261750	4.85	0.00	NIL
9	Kanika Tayal	113400	2.10	0.00	113400	2.10	0.00	NIL
10	Mahabir Prasad Jindal & Sons HUF	116700	2.16	0.00	116700	2.16	0.00	NIL
11	Abhiram Tayal	353130	6.54	0.00	380630	7.05	0.00	0.51

12	Anubha Tayal	714150	13.22	0.00	786900	14.57	0.00	1.35
13	Karan Dev Tayal	0	0.00	0.00	24000	0.44	0.00	0.44
14	Ravindra Tubes Limited	14100	0.26	0.00	14100	0.26	0.00	NIL
15	Jindal Metal Limited	60000	1.11	0.00	60000	1.11	0.00	NIL
16	Neeraj Jindal Ispat Udyog Limited	249000	4.61	0.00	249000	4.61	0.00	NIL
17	Amtrex Trading Company Private Limited	267600	4.96	0.00	267600	4.96	0.00	NIL
	Total	2879555	53.33	0.00	3003805	55.63	0.00	2.30

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name	Shareholding		Date	Increase/decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares at the beginning/ end of the year	% of total shares of the Company				No. of shares	% of total shares of the company
1	Abhiram Tayal	353130	6.54	15/03/2019	27500	Acquisition	380630	7.05
2	Anubha Tayal	714150	13.22	03/08/2018	72750	Acquisition	786900	14.57
3	Karan Dev Tayal	0	0.00	25/01/2019	24000	Acquisition	24000	0.44

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase/decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares at the beginning/end of the year	% of total shares of the Company				No. of shares	% of total shares of the company
1.	Mahendra Girdharilal	174363	3.23	01/04/2018	-		174363	3.23
				31/03/2019			174363	3.23
2.	Keshav Jindal	136950	2.54	01/04/2018	-		136950	2.54
				31/03/2019			136950	2.54
3.	Krishnakumar Dharamshi Somaiya	110411	2.04	01/04/2018			110411	2.04
				13/04/2018	-410	Disposal	110001	2.04
				31/03/2019			110001	2.04
4.	Yashavi Jindal	107700	1.99	01/04/2018			107700	1.99
				31/03/2019			107700	1.99
5.	Shivani Jain	72750	1.35	01/04/2018			72750	1.35
				14/07/2018	-72750	Disposal	0	0.00
				31/03/2019			0	0.00
6.	Krishan Kumar	64612	1.20	01/04/2018			64612	1.20

	Jain			09/03/2019	27788	Acquisition	92400	1.71
				16/03/2019	-27788	Disposal	64612	1.20
				31/03/2019			64612	1.20
7.	Mahender Kumar Goyal	51450	0.95	01/04/2018			51450	0.95
				31/03/2019			51450	0.95
8.	Deepa Bansal	50673	0.94	01/04/2018			50673	0.94
				31/03/2019			50673	0.94
9.	Kusum Aggarwal	15000	0.28	01/04/2018			15000	0.28
				16/11/2018	29250	Acquisition	44250	0.82
				31/03/2019			44250	0.82
10.	Pankaj Sumatibhai Shah	36150	0.67	01/04/2018			36150	0.67
				09/03/2019	15150	Acquisition	51300	0.95
				16/03/2019	-15150	Disposal	36150	0.67
				31/03/2019			36150	0.67
11.	Lukman Munavar Patel	34207	0.63	01/04/2018			34207	0.63
				30/11/2018	50	Acquisition	34257	0.63
				07/12/2018	-34257	Disposal	0	0.00
				31/03/2019			0	0.00
12.	Ruchika Agrawal	31500	0.58	01/04/2018			31500	0.58
				31/03/2019			31500	0.58

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase/decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares at the beginning /end of the year	% of total shares of the Company				No. of shares	% of total shares of the company
A	Directors:							
1	M. P. Jindal Non-Executive Chairman #	160500	2.97	01-04-2018	-		160500	2.97
				31-03-2019			160500	2.97
2	Abhiram Tayal Managing Director	353130	6.54	01-04-2018			353130	6.54
				15-03-2019	27500	Acquisition	380630	7.05
				31-03-2019			380630	7.05
3	Anubha Tayal Non-Executive Director	714150	13.22	01-04-2018			714150	13.22
				03-08-2018	72750	Acquisition	786900	14.57
				31-03-2019			786900	14.57
4	Karan Dev Tayal Whole Time Director	0	0.00	01-04-2018			0	0.00
				25-01-2019	24000	Purchased	24000	0.44
				31-03-2019			24000	0.44
5	Shital Parshad Jain Non-Executive Director	0	0.00	01-04-2018	-	Nil Holding/ movement during the year		
				31-03-2019			0	0.00
6	Sajjan Singh Non-Executive Director	0	0.00	01-04-2018	-	Nil Holding/ movement during the year		
				31-03-2019			0	0.00

7	Sharat Jain Non-Executive Director	0	0.00	01-04-2018	-	Nil Holding/ movement during the year		
				31-03-2019			0	0.00
8	Anuj Kumar Non-Executive Director	0	0.00	01-04-2018	-	Nil Holding/ movement during the year		
				31-03-2019			0	0.00
B	Key Managerial Personnel (KMP's)							
1	Chief Financial Officer R.S.Bansal #	0	0.00	01-04-2018	-	Nil Holding/ movement during the year		
		0	0.00	31-03-2019			0	0.00
2	Company Secretary Pardeep Nandal (Resigned during the year)	0	0.00	01-04-2018	-	Nil Holding/ movement during the year		
		0	0.00	31-03-2019			0	0.00
3	Company Secretary Vishesh Chugh (Joined during the year)	0	0.00	01-04-2018	-	Nil Holding/ movement during the year		
		0	0.00	31-03-2019			0	0.00

Mr. M.P. Jindal, also holds 116700 shares in the Company through Mahabir Prasad Jindal & Sons HUF.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Rs. in lakhs)

	Secured Loans	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	5353.85	1099.71	6453.56
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	5353.85	1099.71	6453.56
Change in Indebtedness during the financial year			
• Addition		609.25	609.25
• Reduction	801.35	-	801.35
Net Change	(801.35)	609.25	(192.10)
Indebtedness at the end of the financial year			
i) Principal Amount	4552.50	1708.96	6261.46
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	4552.50	1708.96	6261.46

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of Managing Director	Name of Whole-time Director	Total Amount
		Abhiram Tayal	Karan Dev Tayal	
1.	Gross salary	15,21,600	15,21,600	30,43,200
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others	-	-	-
Total (A)		15,21,600	15,21,600	30,43,200
Ceiling as per the Act		Rs.35.01 Lakhs (being 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013).		

B. Remuneration to other Directors:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mahabir Prasad Jindal	Anubha Tayal	Shital Parshad Jain	Shart Jain	Anuj Kumar	Sajjan Singh	
1.	Independent Directors							
	Fee for attending Board/ Committee meetings	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-
2.	Other Non-Executive Directors							
	Fee for attending Board/ Committee meetings	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-	-
Total Managerial Remuneration*		-	-	-	-	-	-	30,43,200
Overall Ceiling as per the Act		Rs.77.03 Lakhs (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)						

* Total remuneration to Managing Director, Whole-time Director and other Directors (being the total of A and B).

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: (Amount in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CS Vishesh Chugh		CFO (R.S. Bansal)	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,10,800		10,51,200	22,62,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission				
5.	Others				
	Total	12,10,800		10,51,200	22,62,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no Penalties / Punishment/ Compounding of Offences during the year ended 31st March 2019.

For and on behalf of the Board of Directors

Date: August 10, 2019

Place: Hisar

(Abhiram Tayal)
Managing Director
DIN:00081453

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

Annexure E

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i). The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

(Amount in Rs.)

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director /KMP for financial year 2018-19	% increase in Remuneration in the Financial Year*	Ratio of remuneration /to median remuneration of employees (Excl. MD and WTD)	Ratio of remuneration /to median remuneration of employees (Incl. MD and WTD)
1	Abhiram Tayal Managing Director	15,21,600	79.73	8.55	8.53
2	Karan Dev Tayal Whole-time Director	15,21,600	41.99	8.55	8.53
3	Radhey Shyam Bansal (Chief Financial Officer)	10,51,200	-11.86	5.91	5.89
4	Vishesh Kumar Chugh (Company Secretary and Compliance Officer)	12,10,800	71.43	6.80	6.79

*No Remuneration was increased during the year 2018-19. Percentage increase is only on account of increase in salary of MD/WTD in the later part of 2017-18 and Vishesh Kumar Chugh was also appointed in mid of 2017-18.

- (ii). The median remuneration of employees of the Company excluding Managing Director (MD) and Whole-time Director (WTD) was Rs. 1,78,000/- and Rs. 1,86,743/- in the financial year 2018-19 and 2017-18 respectively. The decrease in median remuneration of employees excluding MD and WTD in the financial year 2018-19 as compared to financial year 2017-18 is 4.68%.
- (iii). The median remuneration of employees of the Company including Managing Director (MD) and Whole-time Director (WTD) was Rs. 1,78,413/- and Rs. 1,92,731/- in the financial year 2018-19 and 2017-18 respectively. The decrease in median remuneration of employees including MD and WTD in the financial year 2018-19 as compared to financial year 2017-18 is 7.43%.
- (iv). There were 224 (previous year 261) permanent employees on the rolls of the Company as on March 31, 2019.
- (v). Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 was NIL whereas the increase in the managerial remuneration for the same financial year was NIL. (No increase during the year 2018-19).
- (vi). It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Date: August 10, 2019
Place: Hisar

(Abhiram Tayal) (Karan Dev Tayal)
Managing Director **Whole-time Director**
DIN:00081453 DIN:00181214

Annexure F

CORPORATE GOVERNANCE REPORT

Corporate Governance Report for the year 2018-19 following the compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being published as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE: Your Company believes not only in maximizing the wealth and earnings for the stakeholders but also in operating business in an environment conducive to transparency, integrity and trusteeship by incorporating an effective disclosure policy and sense of accountability. The Company is committed to adopt the best corporate governance practices and continuously strives to adhere to them and is in compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on corporate governance.

2. BOARD OF DIRECTORS:

- a) **Composition:** The Company's Board consisted of 8 members as on March 31, 2019 out of which 6 are the Non-Executive Directors. The particulars of said Directors are provided herein below. The Chairman of the Board is the Non-Executive and the number of Independent Directors on the Board meets the requirements of the corporate governance.

Sr. No.	Name	Category	No. of Directorships in other Companies		No. of membership of Committees in other Companies ^{\$}	
			Public	Private	Member	Chairman
1.	Mr. M. P. Jindal Chairman	Promoter being Non Executive	-	1	-	-
2.	Mr. Shital Parshad Jain	Non-Executive Independent	-	-	-	-
3.	Mr. Sajjan Singh	Non-Executive Independent	-	-	-	-
4.	Mr. Sharat Jain	Non-Executive Independent	-	-	-	-
5.	Mr. Anuj Kumar	Non-Executive Independent	-	1	-	-
6.	Mrs. Anubha Tayal	Promoter being Non Executive	-	-	-	-
7.	Mr. Karan Dev Tayal Whole-time Director	Executive	-	2	-	-
8.	Mr. Abhiram Tayal Managing Director	Promoter being Executive	1	-	-	-

\$ Includes only the membership of Audit and Shareholders/Investors' Grievance and Share Transfer Committees of Indian public limited companies.

Inter-se relationship between Directors:

Name of Director	Abhiram Tayal	Anubha Tayal	Karan Dev Tayal
Abhiram Tayal	Self	Wife	Son
Anubha Tayal	Husband	Self	Son
Karan Dev Tayal	Father	Mother	Self

Other than above, there is no inter-se relationship amongst Directors.

- b) **Board Meetings:** The dates of meetings are fixed in advance and detailed agendas are circulated to all the Directors and the members of the respective Committees sufficiently in advance of respective meetings. During the financial year 2018-19 four Board Meetings were held on 29th May 2018, 11th August 2018, 14th November 2018, and 9th February 2019. One separate meeting of Independent Directors was also held on February 09, 2019 which was attended by all the Independent Directors.
- c) **Attendance of Directors:** The attendance of the each Director at the Board meeting held during the year 2018-19 and at the last AGM held on September 27, 2018 is shown as under :

Name of Director	No. of meetings attended	Attendance at the last AGM
Mr. M.P. Jindal	1	Absent
Mr. Abhiram Tayal	4	Present
Mrs. Anubha Tayal	4	Present
Mr. Shital Parshad Jain	4	Present
Mr. Sajjan Singh	4	Present
Mr. Karan Dev Tayal	4	Present
Mr. Sharat Jain	4	Present
Mr. Anuj Kumar	4	Present

- d) **Shareholding of the Non-Executive Directors:**
The shareholding of the Non-Executive Directors of the Company as on March 31, 2019 is as under:

S. No.	Name	No. of shares
1.	Mr. M. P. Jindal	160500
2.	Mrs. Anubha Tayal	786900
3.	Mr. Shital Parshad Jain	NIL
4.	Mr. Sajjan Singh	NIL
5.	Mr. Sharat Jain	NIL
6.	Mr. Anuj Kumar	NIL

Note: Mr. M. P. Jindal also holds 116700 shares in the Company through Mahabir Prasad Jindal & Sons HUF.

- e) **Familiarization programmes for Board Members:** The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year. Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to plant location are organized for the Directors to enable them to understand the operations of the Company. The details of such familiarization programmes for Independent Directors are posted on the Company's website: <http://www.hisarmetal.com>.
- f) **Code of Conduct:** The Company has adopted the code of conduct for all its Directors and employees. The code of conduct is posted on the Company's website: <http://www.hisarmetal.com>. All Board members and senior management personnel have affirmed compliance with their

respective Codes of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of this Report.

- g) **Information placed before the Board:** The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.
- h) **Conflict of Interests:** Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.
- i) **Insider Trading Code:** The Company has adopted Code of Conduct for Prevention of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code is displayed on the Company's website: <http://www.hisarmetal.com>.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code is displayed on the Company's website: <http://www.hisarmetal.com>

3. AUDIT COMMITTEE:

- a) **Terms of Reference:** The Committee deals with accounting, financial matters and internal control. The powers, role, delegation, responsibilities and terms of reference of the Audit Committee are as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **Composition and attendance of meetings:** The Audit Committee consists of three Directors, out of which two are the Independent Directors. The Company Secretary acts as the Secretary to the Committee. All the members of the Audit Committee have sound knowledge of finance and accounts. The head of Finance and Statutory Auditors attended the meeting of the Committee on the invitation of the Chairman.

During the financial year 2018-19 four Meetings of Committee were held on 29th May 2018, 11th August 2018, 14th November 2018, and 9th February 2019. The composition of the Audit Committee and attendance of members of the Committee are as under:

Name of Member	No. of Meetings Attended
Mr. Shital Parshad Jain, Chairman	4
Mr. Sajjan Singh	4
Mrs. Anubha Tayal	4

4. NOMINATION AND REMUNERATION COMMITTEE:

- a) **Terms of Reference:** The Committee reviews and approves the salaries, perquisites, service agreements and other employment conditions of the Directors, Key Managerial Personnel (KMPs) and other employees. The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, KMPs and other employees. In line with this

requirement, the Board has adopted the Nomination and Remuneration Policy for Directors, KMPs and other employees of the Company. The policy is attached as **Annexure-B** to the Board's Report.

- b) **Composition and attendance:** All the members of the Committee are Non-Executive Directors. During the financial year 2018-19 two meeting of the Committee were held on 14th November 2018, and 9th February 2019. The Composition of the committee is as under:

Names of Members	No. of Meetings Attended
Mr. Shital Parshad Jain, Chairman	2
Mr. Sajjan Singh	2
Mr. M. P. Jindal	1

- c) **Mechanism for Evaluating Board Members:** One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of Executive / Non Executive / Independent Directors through a peer-evaluation excluding the Director being evaluated through a Board effectiveness survey. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision making of the Directors, relationship to stakeholders, Company performance, Company strategy, and the effectiveness of the whole Board and its various Committees on a scale of one to five. Feedback on each Director is encouraged to be provided as part of the survey.

Independent Directors have three key roles – governance, control and guidance. Some of the performance indicators based on which the Independent Directors are evaluated include:

- Ability to contribute to and monitor our corporate governance practices;
- Active participation in long-term strategic planning;
- Commitment to the fulfilment of a Director's obligations and fiduciary responsibilities; these include participation in Board and Committee meetings.

5. REMUNERATION OF DIRECTORS:

- a) **Remuneration to Directors:** The remuneration paid to Executive Directors is approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee. The remuneration so approved is subject to the approval by the shareholders at the Annual General Meeting and such other authorities as the case may be. The Non-Executive Directors do not draw any remuneration from the Company.
- b) **Details of Executive Directors Remuneration:** The details of the remuneration paid to Executive Directors of the Company during the financial year 2018-19 are as under:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of Managing Director	Name of Whole-time Director	Total Amount
		Abhiram Tayal	Karan Dev Tayal	
1.	Gross salary	15,21,600	15,21,600	30,43,200
	(a) Salary as per provisions	-	-	-

	contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others	-	-	-
Total		15,21,600	15,21,600	30,43,200

1. The terms of appointment of Managing Director are on contractual basis for a period of 5 years from the date of appointment as per section 152 of Companies Act, 2013. Terms of appointment of Whole-time Director are contractual for a period of 3 years from the date of appointment as per section 152 of Companies Act, 2013.
2. Notice period is 6 calendar months.
3. The Directors of the Company are not eligible for any severance.
4. Executive Directors remuneration does not include contribution to gratuity fund since the same is paid for the Company as a whole.

The Company has not paid any performance linked incentives to the Directors during the year.

The Company does not have any stock option scheme.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

- Terms of Reference:** The Board of Directors had formed a Stakeholders' Relationship Committee to redress the grievances of stakeholders. The role of this Committee is to consider and resolve the grievances of the security holders including complaints like transfer of shares, non-receipt of annual reports, non-receipt of dividend etc.
- Composition and Attendance:** The members of the Committee are Non-Executive Directors. The Company Secretary acts as the Secretary to the Committee. During the financial year 2018-19 four Meetings of Committee were held on 29th May 2018, 11th August 2018, 14th November 2018, and 9th February 2019. The composition of the Committee and attendance of its members are as under:

Name of Member	No. of Meetings Attended
Mr. Sajjan Singh, Chairman	4
Mrs. Anubha Tayal	4

During the financial year 2018-19 the Company has not received any complaints from shareholders.

Separate email id for lodging investors' complaint/Correspondence is: vchugh@hisarmetal.com

Mr. Vishesh Kumar Chugh, Company Secretary of the Company is the Compliance Officer for complying with requirements of Securities Laws.

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

Pursuant to section 135 of the Companies Act, 2013, Corporate Social Responsibility (CSR) Committee was constituted on 29/05/2018 consisting of Mr Shital Parshad Jain, Independent Director as chairman, Mr Sajjan Singh as member and Mrs Anubha Tayal as member.

During the financial year 2018-19 three Meetings of Committee were held on 11th August 2018, 14th November 2018, and 9th February 2019. Attendance of members of the Committee are as under:

Name of Member	No. of Meetings Attended
Mr. Shital Parshad Jain, Chairman	3
Mr. Sajjan Singh	3
Mrs. Anubha Tayal	3

8. GENERAL BODY MEETINGS: The last three Annual General Meetings of the Company were held at the registered office of the Company at Near I.D.C., Delhi Road, Hisar - 125 005 (Haryana) detailed as under:

Financial Year	Location	Date	Time	Special Resolutions
2015-16	Registered Office	28.07.16	11.00 A.M	Four Special Resolutions were passed
2016-17	- do -	27.09.17	- do -	One Special Resolution was passed
2017-18	- do -	27.09.18	9.00 A.M	Two Special Resolutions were passed

There was no resolution passed through postal ballot at any of the above meetings. Further there is no item in the Notice for the forthcoming Annual General Meeting that is proposed to be passed through a Postal ballot.

9. MEANS OF COMMUNICATION: The financial results and any other notice are published in the newspapers Financial Express for English and Jansatta for Hindi languages, and available on the Company's website: <http://www.hisarmetal.com>. The Company regularly intimates the quarterly and yearly results to the stock exchanges immediately after taken on records by the Board of Directors. During the year under review, no presentations were made to any institutional investors or analysts.

A separate dedicated section under "Investor Relations", on the Company's website: <http://www.hisarmetal.com> gives information on unclaimed dividends, shares transferred to IEPF Authority, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors /public.

10. GENERAL SHAREHOLDERS INFORMATION:

- i. **Detail of AGM:** As indicated in the Notice to our shareholders, the 29th Annual General Meeting of the Company will be held on Monday September 23, 2019 at 9.00 A.M. at the Registered office of the Company at Near I.D.C., Delhi Road, Hisar - 125 005.
- ii. **Financial Year:** The Financial Year of the Company is from April 1 to March 31.
- iii. **Date of Book Closure:** The books will be remain closed from September 14, 2019 to September 23, 2019 (both days inclusive) for the purpose of the Annual General Meeting and payment of final dividend, if approved by members.

iv. **Dividend Payment Date:** The Dividend if approved by the shareholders in the ensuing Annual General Meeting on September 23, 2019 will be paid within 30 days from the date of declaration.

v. **Listing on Stock Exchanges:** The shares of the Company are listed on:

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051

The shares of the Company are permitted to be traded at the Bombay Stock Exchange under category Permitted for Trade.

The Company has paid listing fee to the Stock exchanges and annual custodial fee to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) before due date.

vi. **Stock Code:**

National Stock Exchange of India Limited

HISARMETAL

The details of Stock on BSE Limited are:

Scrip Code

590018

Scrip ID on the BOLT System

HISARMET

vii. **Stock Market Price Data**

	BSE Limited		National Stock Exchange of India Ltd. (NSE)	
Month (2018-19)	High (Rupees)	Low (Rupees)	High (Rupees)	Low (Rupees)
April, 2018	106.70	68.00	106.5	68.9
May, 2018	84.00	61.50	82.8	62
June, 2018	75.00	57.10	73.5	58
July, 2018	69.95	54.00	69.5	52.4
August, 2018	84.70	54.50	86.55	54.3
September, 2018	66.00	55.00	65.1	53.45
October, 2018	61.40	44.10	56.4	42.8
November, 2018	59.90	44.35	61.6	44.1
December, 2018	51.50	40.00	47.8	40.8
January, 2019	49.00	38.00	46	37.1
February, 2019	46.80	30.50	45	30.9
March, 2019	48.35	38.70	44.95	36.75

viii. **Registrar and Transfer Agent:** The Company has appointed M/s. Skyline Financial Services Pvt. Ltd. as Registrar and Transfer Agent (RTA) for processing of requests relating to the shares of the Company. Further RTA is also the interface of the Company for all the correspondence to be made with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The address for correspondence with RTA is as under:

Skyline Financial Services Pvt. Ltd

D-153 A, Ist Floor, Okhla Industrial Area, Phase - I,
New Delhi-110 020

Tel.:+91 (11) 26812682, 83, 64732681 to 88

Fax: +91 (11) 26812682

Email:admin@skylinerta.com

- ix. **Share Transfer System:** Shares received for transfer in the physical form are processed and the share certificates returned within time, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, from the date of the receipt subject to the documents being complete and valid in all respects.

However, as per 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 dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

x. **Secretarial Audit and other certificates**

Practicing Company Secretaries have conducted the Secretarial Audit of the Company for FY 2018-19. Their Audit Report confirms that the Company has complied with its Memorandum and Articles of Association, the applicable provisions of the Act and the Rules made there under, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

Pursuant to Regulation 40 (9) of the Listing Regulations, certificates have been issued on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.

A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

In accordance with the SEBI Circular dated 8th February, 2019, the Company has obtained an Annual Secretarial Compliance Report from Practicing Company Secretary confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended 31st March, 2019. Practicing Company Secretary has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

xi. **Distribution of Shareholding as on March 31, 2019:**

Number of shares		Number of Shareholders		Percentage of shares	
From	To	No.	% total	No.	% total
Up to	500	1857	81.16	257483	4.77
501	1000	170	7.43	134892	2.50
1001	2000	97	4.24	141788	2.63
2001	3000	43	1.88	114414	2.12
3001	4000	23	1.00	81092	1.50
4001	5000	7	0.31	31966	0.59
5001	10000	32	1.40	232839	4.31
10001	& above	59	2.58	4405526	81.58
Total		2288	100	5400000	100

Sr. No.	Particulars	No. of shares	
		No.	% total
1	Promoter & Promoter Group	3003805	55.63
2	Bodies Corporate	99007	1.83
3	Individuals	2014113	37.30
4	HUFs	105047	1.94
5	Non-residents	137576	2.55
6	Clearing Members/House	10982	0.20
7	Other-IEPF Authority	29470	0.55
Total		5400000	100

- xii. **Dematerialization of Shares and liquidity:** The shares of the Company are available to trade on BSE Limited under category Permitted for Trade and on National Stock Exchange of India Limited. As on March 31, 2019 the number of equity shares held in dematerialized form were 4845885 (89.74%) and in physical form were 554115 (10.26%).

The International Securities Identification Number (ISIN) of shares of the Company is INE598C01011.

- xiii. **E-voting:** E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of Companies. The Company will also have the E-voting facility for the items to be transacted at this AGM. The Ministry of Corporate Affairs has authorised NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL for availing E-voting facilities.

- xiv. **Commodity price risks and Commodity hedging activities:** The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices. The Company's reputation for quality, products differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

- xv. **Plant Location :**
Cold Rolled Stainless Steel Strips' Plant:
Near I.D.C., Delhi Road, Hisar - 125 005

Stainless Steel Tubes & Pipes' Plant:
Sector 27-28, Industrial Area, Hisar-125005

- xvi. **Address for correspondence :**
Company Secretary
Hisar Metal Industries Limited
Near I.D.C., Delhi Road, Hisar – 125 005
Tel.: +91 (1662) 220067/ 220367/220738
Fax: +91 (1662) 220265
Email: ychugh@hisarmetal.com

xvii. CIN:L74899HR1990PLC030937

11. OTHER DISCLOSURES:

- a) **Related Party Transactions:** The Company has not entered any materially significant related party transactions that may have potential conflict with the interests of the Company at large. The disclosures in compliance of the Accounting Standards on “Related Party Disclosures” are mentioned below:

The details of the unsecured loan accepted by the Company from the related parties are as under:

Sr. No.	Name	Relation	Amount of loan as on 31.03.2019 (in Rs.)	Rate of Interest
1	Mr. Abhiram Tayal	Promoter Director	6725000	12%
2	Mrs. Anubha Tayal	Promoter Director	3025000	12%
3	Mr. M.P. Jindal	Promoter Director	35000000	12%
4	Mr. Karan Dev Tayal	Whole-time Director	5000000	12%
5	Amtrax Trading Co. Pvt. Ltd.	Directors Shareholding	9186422	12%

During the Financial year ended 31st March, 2019 the Company has done the following transactions with associated concerns of the Company:-

Nature of Transaction	Details of Transaction
Rent	Rs. 1500000/- paid to Jindal Metal Pvt. Ltd.
Interest	Rs. 994919/- paid to M/s. Amtrex Trading Co. Pvt. Ltd. Rs. 807000/- paid to Mr. Abhiram Tayal Rs. 363000/- paid to Mrs. Anubha Tayal Rs. 3943562/- paid to Mr. M.P. Jindal Rs. 600000/- paid to Mr. Karan Dev Tayal
Job Work	Rs. 7081/- Job Work Done for M/s. Jindal Polybutton Pvt.Ltd.

- b) **Disclosure of non-compliance:** There is no incidence of non compliance by the Company for which any penalty, stricture imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- c) **Whistle Blower Policy:** Under the whistle blower policy, the employees of the Company are free to communicate any matter of concern in any area including accounts, finance, management, operations, employment and other affairs of the Company. Further no employee has been denied access to the Audit Committee.
- d) **Details of compliance of Corporate Governance:** The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance. Further the Company has complied with the following non-mandatory requirements:
- The Company maintains the office of non-executive chairperson at the registered office of the Company and also reimburses the expenses, if any, incurred by him while performing his duties.
 - The Company’s financial statements are unmodified.

- iii) The Company has appointed separate persons to the post of Chairman and Managing Director.
- iv) The Internal auditor report directly to the Audit Committee.
- e) **Disclosure of Subsidiary:** The Company does not have any subsidiary.
- f) **Policy on dealing related party transactions:** The Policy on materiality of related party transactions as approved by the Board may be accessed on the Company's website: <http://www.hisarmetal.com>.
- g) **Disclosure of Accounting Treatment:** The Financial Statements have been prepared in accordance with applicable Accounting Standards and relevant presentational requirements of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.
- h) **Risk Management:** Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

For and on behalf of the Board of Directors

Date: August 10, 2019
Place: Hisar

(Abhiram Tayal)
Managing Director
DIN:00081453

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, Abhiram Tayal, Managing Director, hereby declare that as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the members of Board of Directors and the senior management personnel associated with the Company as on March 31, 2019 have confirmed compliance with the Code of Conduct of the Company for the year ended on March 31, 2019.

For **Hisar Metal Industries Limited**

Date: August 10, 2019
Place: Hisar

(Abhiram Tayal)
Managing Director
DIN-00081453

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Hisar Metal Industries Limited

We have examined the compliance of conditions of Corporate Governance by Hisar Metal Industries Limited, Hisar-125005 for the year ended 31st March 2019, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of Company's management. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Regulations.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders' Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Arun Naresh & Co.
Chartered Accountants
Firm Regn. No. 007127N

Date : August 10, 2019
Place : Hisar

CA Naresh Kumar Aggarwal
(Partner)
Membership Number: - 095376

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
Hisar Metal Industries Limited
Near Industrial Development Colony
Delhi Road , Hisar-125005 (Haryana)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Hisar Metal Industries Limited** having CIN L74899HR1990PLC030937 and having registered office at Near Industrial Development Colony, Delhi Road , Hisar-125005 (Haryana) (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	ABHIRAM TAYAL	00081453	21/07/1990
2	ANUBHA TAYAL	00081391	24/06/1992
3	MAHABIR PRASAD JINDAL	00049867	14/02/1995
4	SAJJAN SINGH	00081937	28/09/2002
5	SHITAL PARSHAD JAIN	01844444	12/10/2007
6	SHARAT JAIN	02846477	31/10/2009
7	ANUJ KUMAR	02846580	31/10/2009
8	KARAN DEV TAYAL	00181214	03/10/2008

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Hisar
Date : 18 May 2019

Anju Jain
Practicing Company Secretary
ACS : 11056 C.P. No:2728

CEO & CFO Certificate

We, Abhiram Tayal, Managing Director and R. S. Bansal, Chief Financial Officer, of the Company, hereby certify to the Board of Directors of Hisar Metal Industries Limited that:

- a) We have reviewed financial statements and the cash flow statement for the year ended on March 31, 2019, and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee:
 - i. there were no significant changes in internal control over financial reporting during the year;
 - ii. there were no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements, if any, and
 - iii. there were no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Hisar Metal Industries Limited

Date: May 29, 2019

Place: Hisar

(Abhiram Tayal)
Managing Director
DIN-00081453

(R. S. Bansal)
Chief Financial Officer

Annexure G

MANAGEMENT DISCUSSION AND ANALYSIS

Overview:

The financial year 2018-19 was a challenging year. The global economy continues to face significant uncertainties. Global growth is forecast to slow to 3.3% in 2019 from 3.6% in 2018 with a downside risk due to trade tensions and chaotic Brexit.

China is forecast to grow 6.3% in 2019 and 6.1% in 2020.

“The outlook for many countries is very challenging, with considerable uncertainties in the short term, especially as advanced economy growth rates converge toward their modest long-term potential,” IMF’s economic counsellor Gita Gopinath said.

Industry Structure and Developments:

Your Company is engaged in the manufacture of Cold Rolled Stainless Steel Strips and Stainless Steel Tubes & Pipes. From manufacturing process involved, it may be classified as a stainless steel strips, tubes and pipes manufacturer. The Indian steel industry has made a rapid progress on strong fundamentals over the recent few years. The industry is getting all essential ingredients required for dynamic growth. The government is backing the industry through favorable industrial reforms. Indian steel demand is expected to boost by Infrastructure & Construction development sustained by industrial, manufacturing and capital goods and be stimulated by the automotive, railways and consumer durable sectors. As per National Steel Policy 2017 (NSP, 2017), Steel sector contributes to nearly two per cent of the gross domestic production (GDP) and create direct employment for approximately 6 lakhs people and indirect employment for approximately 20 lakhs people. The steel ministry aims to increase per capita steel consumption to 160 Kgs by 2030-31, whereas present per capita steel consumption is 61 Kg as compared to world average of 208 kg as per NSP, 2017.

Opportunities:

India has replaced Japan as world's second largest steel producing country, while China is the largest producer of crude steel accounting for more than 51 per cent of production, according to World Steel Association (worldsteel). The global steel body in its latest report noted that China's crude steel output jumped 6.6 per cent to 928.3 million tonnes (MT) in 2018 from 870.9 MT in 2017. China's share increased from 50.3 per cent in 2017 to 51.3 per cent in 2018.

"India's crude steel production in 2018 was at 106.5 MT, up by 4.9 per cent from 101.5 MT in 2017, meaning India has replaced Japan as the world's second largest steel producing country. Japan produced 104.3 MT in 2018, down 0.3 per cent compared to 2017," worldsteel said.

Global crude steel production reached 1,808.6 MT for the year 2018 from 1,729.8 MT in 2017, a rise of 4.6 per cent, it said.

With its strong forward and backward linkages, the steel sector contributes significantly in India's economic growth. The steel sector is an important participant to the country's growth story contributing to about 2% of the country's GDP and consumption of steel is taken to be an indicator of economic development. India's growing urban infrastructure and manufacturing sectors indicate that demand of steel is likely to remain robust in years ahead.

There are many more opportunities that will be helping grow the Indian steel market. These opportunities include:

- Rural demand picking up
- Investment planned in road sector

- Indian railway expansion
- Automobile and power sectors offer opportunity for specialized steel
- Refocus on manufacturing

Your Company has 2 Nos. of 6 Hi-Cold Rolling Mills, 3 Nos. of 4 Hi-Cold Rolling Mills and 4 Tubes Mills. Thus, your Company has immense capability to keep pace with the growing requirement of the industry. Besides, we always look forward to cope with technology advancement to grasp the all available opportunities.

Threats:

There are yet some challenges that this industry has faced during the previous year. These challenges include:

- Land acquisition and environment regulations
- Shortage of coking coal
- Availability and pricing of domestic iron ore
- Downstream value addition
- Insufficient infrastructure and logistics
- Adoption of modern technology

Segment-wise or Product wise Performance:

Currently your Company is engaged only in one type of product and involves one type of process and it is called Engineering Product, so there is no segment wise or product wise performance available.

Outlook:

International Monetary Fund (IMF) has pared India's growth forecast for the just-concluded fiscal and the next two years, citing softer recent growth and weaker global outlook, but expects the country to retain its place as the fastest growing major economy.

According to IMF estimates, India's economy is expected to accelerate to 7.3% growth this fiscal and to 7.5% in FY21.

India's (GDP) growth is supported by the continued recovery of investment and robust consumption amid a more expansionary stance of monetary policy and some expected impetus from fiscal policy," the report said.

The IMF numbers are higher than those of the Reserve Bank of India, which had cut its growth forecast to 7.2% for this fiscal and 7.4% for FY21.

During Financial year 2018-19 economy expanded 6.8%

India's steel demand is increasing every consecutive year and in 2019, it is being forecasted by worldsteel that it will overtake the United States in steel demand. The demand will be supported by improving investment and infrastructure programmes. Stressed government finances and corporate debt weighs on the outlook," the body added in its report.

Indian steel demand is primarily driven by construction and infrastructure sectors. Government spending in infrastructure and construction will enhance the demand for steel in this sector.

Risk and Concerns:

The Companies engaged in production of stainless steel strips, tubes and pipes had faced major challenges due to slowdown in the growth of steel industry. The falling demand, low prices, cost escalation in inputs, reduction in import duty are some of the major threats to the sustainability of the Indian Steel Industry. Further reduction in

import duty stimulated the import of steel from China and other countries manufacturers at low prices leading to decrease in demand of domestic goods.

Internal Control System and their Adequacy:

Your Company has adequate internal control systems commensurate with its size and operations, although not documented. The Company regularly gets its accounts audited from internal auditor.

Financial Performance with respect to Operational Performance:

The Company has produced 11224 MT of Cold Rolled Stainless Steel Strips and Stainless Steel Tubes & Pipes as compared to 13602 MT in the previous financial year while the Company has sold 11230 MT of Cold Rolled Stainless Steel Strips and Stainless Steel Tubes & Pipes as compared to 13665 MT in the previous financial year. The company has achieved turnover of Rs. 20755.42 Lacs as compared to previous year turnover of Rs. 23645.50 Lacs. During the year the company has achieved Profit after tax of Rs. 532.54 Lacs as compare to last year profit after tax of Rs. 496.40 Lacs . The reserve and surplus stood to Rs. 1868.28 Lacs. The earnings per share is Rs. 9.86 and book value of the share is Rs.44.60. The Board of Directors have proposed a dividend of Rs. 1/- per share (10%) for the financial year 2018-19.

Industrial Relations and Resource Management:

The Company during the previous year continued its record of good industrial relations with its employees. During the year various initiatives had been taken to improve the performance and productivity levels in various departments of the Company. The Company conducts training sessions on various topics ranging from safety, productivity, handling of hazardous products etc. that help to train employees to overcome operational constraints. The Company has its in house technical centre in the plant to train the new recruits before their placement that helps in optimum utilization of resources as well as maintaining quality standards. It also indulges into and implements various HR initiatives and activities including employee welfare, special rewards, performance review system and various employee motivation activities

Cautionary Statement:

Management Discussion and Analysis Report may be “forward looking statement” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied depending upon global and Indian demand-supply conditions, changes in government regulations, tax regimes, and economic developments within India and overseas.

For and on behalf of the Board of Directors

Date: August 10, 2019

Place: Hisar

(Abhiram Tayal)
Managing Director
DIN:00081453

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

Annexure H

Annual Report on Corporate Social Responsibility (CSR) activities in accordance with Rule 8 of the Companies (CSR Policy) Rules, 2014

CSR policy of the company:

CSR Vision:

The company's CSR efforts are directed towards achieving one or more of the following: -

Enhancing environmental and natural capital, supporting rural development, promoting education, providing preventive healthcare, providing sanitation and drinking water, creating livelihoods for people, especially those from disadvantaged sections of society, in rural India.

Constitution of the CSR Committee:

The company has constituted a CSR committee of three directors.

Sh. Shital Parshad Jain, Independent Director, is the Chairman of the committee, with Sh Sajjan Singh and Mrs Anubha Tayal as other members of the committee.

CSR Projects, Programs and Activities:

In accordance with this policy and, activities specified under the Companies Act, 2013 and any amendments thereof, the CSR activities of the company will have the following thrust areas:

- i) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts;
- vi) Measures for the benefit of armed forces veterans, war widows and their dependents;
- vii) Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- viii) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- ix) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- x) Rural development projects;
- xi) Slum area development;
- xii) Any other activities capturing the essence of the above mentioned areas.

Net profit of the company for the preceding 3 years:

Financial Year	Net Profit (Rs. in lakhs)
2017-18	747.91
2016-17	389.57
2015-16	76.85
Total	1214.33
Average	404.78

Prescribed CSR Expenditure (2% of above Average Net Profits) – Rs 8.10 lakhs

Details of CSR spent during the financial year 2018-19:

- Total amount to be spent during the financial year: Rs.8.10 lakhs
- Amount unspent, if any: NIL
- Manner in which the amount was spent during the financial year is detailed below:

S. No	Sector in which the project is covered	Projects or programs (Location)	Amount spent on the projects or program	Cumulative expenditure upto the reporting period	Amount spent direct or through implementing agency
1	Promoting education	Hisar	4,00,000	4,00,000	Implementing Agency
2	Promoting health care including preventive health care	Delhi	1,10,000	1,10,000	Implementing Agency
3	Measures for reducing inequalities faced by socially & economically backward groups	Hisar	3,00,000	3,00,000	Implementing Agency
			TOTAL	8,10,000	

Reasons for not spending the prescribed CSR expenditure:

-Not Applicable

CSR Responsibility Statement:

The CSR Committee of the Board hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.

For and on behalf of the Board of Directors

Date: August 10, 2019
Place: Hisar

(Abhiram Tayal)
Managing Director
DIN:00081453

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF HISAR METAL INDUSTRIES LIMITED

Report on the Audit of the Financial Statement

Opinion

We have audited the accompanying financial statements of Hisar Metal Industries Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of The Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the work during the year no such matter to be reported in this regard.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
4. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
7. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 1. The Company does not have any pending litigations which would impact its financial position in its financial statements.

2. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
-
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **ARUN NARESH & CO.**

Chartered Accountants
(Firm's Registration No. 007127N)

CA NARESH KUMAR AGGARWAL

Partner
(Membership No.095376)

Hisar, May 29, 2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Hisar Metal Industries Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **HISAR METAL INDUSTRIES LIMITED** the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **ARUN NARESH & CO.**
Chartered Accountants
(Firm's Registration No. 007127N)

CA NARESH KUMAR AGGARWAL
Partner
(Membership No.095376)
Hisar, May29, 2019

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Hisar Metal Industries Limited of even date)

1. In respect of the Company's fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
2. In respect of Inventory
 - a. The management has conducted the physical verification of inventory at reasonable intervals. In our opinion the frequency is reasonable as per the nature of its business.
 - b. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c. The company is maintaining proper records of inventory and no material discrepancies were noticed on verification of physical stock with the books of account.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central government under sub-section (1) of section 148 of the Companies Act, 2013, and are of the opinion that, prime facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts

payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

- b. According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. In our opinion and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt(instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **ARUN NARESH & CO.**
Chartered Accountants
(Firm's Registration No. 007127N)

CA NARESH KUMAR AGGARWAL
Partner
(Membership No.095376)

Hisar, May 29, 2019

HISAR METAL INDUSTRIES LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
(1) ASSETS			
Non-current ASSETS			
(a) Property, Plant and Equipment	2	23,62,26,120	21,50,43,326
(b) Capital work-in-progress	2	-	70,00,000
(c) Intangible ASSETS	2	-	-
(d) Financial ASSETS			
(i) Investment	3	-	-
(ii) Loans		-	-
(iii) Other financial assets		-	-
(e) Other non-current financial assets	4	67,72,015	98,80,456
(2) Current Assets			
(a) Inventories	5	39,75,50,989	34,75,67,059
(b) Financial ASSETS			
(i) Investments		-	-
(ii) Trade receivables	6	40,10,83,170	38,49,47,000
(iii) Cash and cash equivalents	7	3,21,92,513	2,18,05,933
(iv) Bank balances other than (iii) above	7A	3,00,00,000	3,00,00,000
(v) Loans		-	-
(vi) Other financial assets		-	-
(c) Other current assets	8	4,13,51,012	4,15,32,320
Total Assets		1,14,51,75,819	1,05,77,76,094
EQUITY AND LIABILITIES			
(1) Equity			
a) Equity Share Capital	9	5,40,00,000	5,40,00,000
b) Other Equity	10	18,68,28,013	14,00,83,782
(2) Liabilities			
Non-Current liabilities			
a) Financial Liabilities			
(i) Borrowings	11	18,09,05,521	11,39,90,571
(ii) Other financial liabilities		-	-
b) Provisions	12	1,34,46,341	1,41,53,810
c) Deferred tax liabilities (Net)	13	1,62,97,024	1,68,71,858
d) Other non current liabilities		-	-
Current liabilities			
a) Financial Liabilities			
(i) Borrowings	14	43,98,49,603	52,93,17,810
(ii) Trade payables	15	21,07,99,604	15,75,41,879
(iii) Other financial liabilities	16	3,65,39,728	2,53,06,398
b) Other current liabilities		-	-
c) Provisions	17	65,09,986	65,09,986
Total Equity & Liabilities		1,14,51,75,819	1,05,77,76,094

Notes referred to above and notes attached thereto form an integral part of Financial Statements
This is the Statement of profit & loss referred to in our report of even date

For Arun Naresh & Co.
Chartered Accountants
Firm Reg. No.: 007127N

(CA. Naresh Kumar Aggarwal)
PARTNER
Membership No. : 095376

Place : Hisar
Date : 29 May 2019

(Abhiram Tayal)
Managing Director
DIN:00081453

(R.S. Bansal)
C.F.O.

For and on behalf of the Board of Directors

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

(Vishesh Kumar Chugh)
GM (Finance) & Company Secretary

HISAR METAL INDUSTRIES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

S.NO.	Particulars	Note No.	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
	Revenue:			
I	Revenue from operations	18	2,07,55,42,080	2,36,45,50,268
II	Other Income	19	1,22,15,369	28,20,588
III	Total Income [I+II]		2,08,77,57,449	2,36,73,70,856
IV	Expenses:			
	Cost of materials consumed	20	1,59,21,63,457	1,80,60,98,160
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade Excise Duty on Sales	21	28,23,218	1,03,65,520
	Employee Benefit Expense	22	6,15,37,133	5,97,44,548
	Finance Costs	23	4,91,64,718	6,77,90,683
	Depreciation and Amortization Expense	24	2,08,86,273	1,84,33,826
	Other Administrative Expenses			
	Manufacturing Expenses	25	25,92,14,297	25,02,72,380
	Administrative Expenses	25	3,04,12,183	2,42,68,829
	Selling Expenses	25	15,23,738	5,68,580
	Total Expenses [IV]		2,01,77,25,017	2,29,44,98,223
V	Profit / (Loss) from ordinary activities before Exceptional Items and Tax (III-IV)		7,00,32,432	7,28,72,633
VI	Exceptional Items		-	-
VII	Profit / (Loss) from ordinary activities before tax (V-VI)		7,00,32,432	7,28,72,633
VIII	Tax expense:			
	Current tax		1,74,49,899	2,37,07,040
	Previous Year Tax		-96,850	-7,22,774
	Deferred tax		-5,74,834	2,48,310
IX	Net Profit / Loss for the period (VII-VIII)		5,32,54,217	4,96,40,057
X	Other comprehensive income, net of tax			
	a) Items that will not be reclassified to profit or loss		-	-
	b) Items that will be reclassified to profit or loss		-	-
	Total other comprehensive income, net of tax (X)		-	-
XI	Total Comprehensive income (IX+X)		5,32,54,217	4,96,40,057
XII	Earning per equity share:			
	Basic		9.86	9.20
	Diluted		9.86	9.20

Notes referred to above and notes attached thereto form an integral part of Financial Statements
This is the Statement of profit & loss referred to in our report of even date

For Arun Naresh & Co.
Chartered Accountants
Firm Reg. No.: 007127N

(CA. Naresh Kumar Aggarwal)
PARTNER
Membership No. : 095376

Place : Hisar
Date : 29 May 2019

(Abhiram Tayal)
Managing Director
DIN:00081453

(R.S. Bansal)
C.F.O.

For and on behalf of the Board of Directors

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

(Vishesh Kumar Chugh)
GM (Finance) & Company Secretary

HISAR METAL INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
Cash flow from operating activities		
Profit before taxation	70032432	72872633
Adjusted for :		
Bad Debts Written off	361058	0
Depreciation	20886273	18433826
Profit/Loss on disposal of property, plant & equipment	(217222)	(721890)
Finance Costs (Net)	49164718	67790683
ADD:- Investment Written off		84000
Operating profit before working capital changes	140227259	158459252
Operating profit before following adjustments :		
(Increase)/Decrease in inventories	(49983929)	(123768631)
(Increase)/Decrease in trade receivables	(16497228)	(90516322)
Increase/(Decrease) in Other Current Assets	4152433	33737289
Increase/(Decrease) in trade payables	53257724	147727512
Increase/(Decrease) in other Financial Liabilities	11233330	(8599173)
(Increase)/Decrease in Provisions	(707469)	1927471
Cash used in operations	141682120	118967398
Income tax paid	(21324174)	(23991546)
Net cash flow from/(used in) operating activities (A)	120357946	94975852
Cash flow from investing activities		
Capital Expenditure	(35451845)	(36152934)
Proceeds from sale of fixed assets	600000	1471081
Movement in other non-current assets	3108441	9468074
Net cash from/(used in) investing activities (B)	(31743404)	(25213779)
Cash flow from financing activities		
Short term borrowing received from others	(89468208)	3793483
Long term borrowing taken (including current maturities)	66914950	(246386)
Payment of dividend	(5400000)	(5400000)
Tax on dividend	(1109986)	(1099312)
Interest paid	(49164718)	(67790683)
Net cash from/(used in) financing activities (C)	(78227962)	(70742898)
Net changes in cash and cash equivalents (A+B+C)	10386580	(980825)
Cash and cash equivalents - opening balance	51805933	52786758
Cash and cash equivalents - closing balance	62192513	51805933
Components of cash and cash equivalents		
Cash in hand	573423	242518
Gold & Silver Coins	27834	27384
Euro	25321	1,16,670.00
RNB Yuan	9757	-
Dollar	164742	47742
with bank:		
In current accounts	31391437	21371619
In fixed deposit accounts	30000000	30000000

Notes referred to above and notes attached thereto form an integral part of Financial Statements

This is the cash flow statement referred to in our report of even date.

For Arun Naresh & Co.
Chartered Accountants
Firm Reg. No.: 007127N

(CA. Naresh Kumar Aggarwal)
PARTNER
Membership No. : 095376

Place : Hisar
Date : 29 May 2019

(Abhiram Tayal)
Managing Director
DIN:00081453

(R.S. Bansal)
C.F.O.

For and on behalf of the Board of Directors

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

(Vishesh Kumar Chugh)
GM (Finance) & Company Secretary

HISAR METAL INDUSTRIES LIMITED

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

<i>Particulars</i>	Balance as at 01.04.2017	Changes in Equity Share Capital	Balance as at 31.03.2018	Changes in Equity Share Capital during the year	Balance as at 31.03.2019
Equity Share Capital	3,60,00,000	1,80,00,000	5,40,00,000	-	5,40,00,000

B. OTHER EQUITY

Particulars	RESERVE AND SURPLUS					
	Retained Earnings	Securities Premium	General Reserves	Share Option Outstanding	Other Comprehensive Income Reserve	Total
Balance as at 1st April, 2017	6,62,07,011	-	3,07,46,700	-	-	9,69,53,711
Profit for the Year	4,96,40,057	-	-	-	-	4,96,40,057
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	11,58,47,068	-	3,07,46,700	-	-	14,65,93,768
Transaction with owners in their capacity as owners:						
Dividend Paid during the year	(54,00,000)	-	-	-	-	(54,00,000)
Tax on Dividend Paid	(11,09,986)	-	-	-	-	(11,09,986)
Balance as at 31st March, 2018	10,93,37,082	-	3,07,46,700	-	-	14,00,83,782
Balance as at 1st April, 2018	10,93,37,082	-	3,07,46,700	-	-	14,00,83,782
Profit for the Year	5,32,54,217	-	-	-	-	5,32,54,217
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	16,25,91,299	-	3,07,46,700	-	-	19,33,37,999
Transaction with owners in their capacity as owners:						
Dividend Paid during the year	(54,00,000)	-	-	-	-	(54,00,000)
Tax on Dividend Paid	(11,09,986)	-	-	-	-	(11,09,986)
Balance as at 31st March, 2019	15,60,81,313	-	3,07,46,700	-	-	18,68,28,013

HISAR METAL INDUSTRIES LIMITED

Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019

Note: 1 Accounting Policies

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

- i) The financial statements are prepared accordance with Indian Accounting Standards notified under The Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The Company prepared its financial statements in accordance with Accounting Standards notified under section 133 of The Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).
- ii) The Financial Statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts.

1.2 USE OF ESTIMATES

The prepration of financial statements in conformity with Indian Acccounting Standards requires mangement to make estimates, judgements and assumptions. Theses estimates, judements and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statments and reported amounts of revenue and expenses during the year. Accounting Estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes and estimates are made as Management become aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3 REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be readily measured, regardless of when the payment is being made. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as Goods and Services Tax. Revenue is recognised either in time or point of time, when (or as) the Company satisfies performance obligations by transferring the goods or services to its customers. The company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as mentioned in Statement of Profit & Loss.

Dividend Income is recognised when the right to receive payment is established.

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

1.4 TAXATION

Income Tax expenses is comprised of Current and Deferred Taxes.. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax are recognised for temporary differences between the Financial Statements carrying amounts of existing assets and liabilities and their respective tax base using the tax rates that are expected to apply in the period in which the deferred tax assets or liabilities is expected to settled, based on the loss that have been enacted or substantively enacted by the end of reporting period.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

MAT Credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal Income Tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognised as an asset in accordance with the recommendation contained in Guidance Notes issued by the ICAI, the said asset is created by way of a credit to the statement of profit & loss and shown as MAT Credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

1.5 PROPERTY, PLANT AND EQUIPMENT

- i) Tangible assets
Property, Plant and Equipment are stated at cost net of recoverable taxes, trade discounts and rebates and

include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Property, Plant and Equipment are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance. Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

ii) Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

1.6 ACCOUNTING FOR DERIVATIVE INSTRUMENT

In respect of derivative contracts, premium paid, gains/losses on settlement and losses on restatement are recognised in the Profit and Loss Statement except in case where they relate to the acquisition or construction of Fixed Assets, in which case, adjusted to the carrying cost of such assets.

1.7 DEPRECIATION

Depreciation on Property, Plant and Equipment is provided on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II are used. The residual value are not more than 5% of the original cost of the Asset. The Asset residual value, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect of addition or extensions forming an integral part of existing assets and insurance spares, including incremental cost arising on account of translation of foreign currency liabilities for acquisition of Fixed Assets, depreciation is provided as aforesaid over the residual life of the respective assets.

1.8 VALUATION OF INVENTORIES

Items of Inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at the net realisable value. Cost of inventories comprises of all costs of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, store and spares, packing materials, trading and other products are determined on the basis of valuation of the finished goods as per the provisions so applicable according to IND AS-2.

1.9 EMPLOYEE BENEFITS POST EMPLOYMENT BENEFITS

i) Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

ii) Defined benefit and other Long term Benefit plan:

The liability in respect of defined benefit plan and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefits is expected to be derived from employees' services.

Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Statement of Profit and Loss.

SHORT TERM EMPLOYEE BENEFITS

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by

employees are recognised as an expense during the period when the employees render the services. These benefits include performance incentive and compensated absences.

1.10 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognised in the accounts, when there is a present obligation as a result of past event(s) and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent Assets are neither recognised nor disclosed in the financial statements.

1.11 INVESTMENTS

Property that are held for long term rental yields or for Capital Appreciation or both is classified as Investment Property. Investment Property is measured at its cost, including related transaction cost and where applicable borrowing costs. Current investments are carried at lower of cost or quoted/fair value. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

1.12 BORROWING COSTS

Borrowing cost attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing Cost consist of Interest, Other Cost that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.

1.13 IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1.14 EARNING/(LOSS) PER SHARE

Basic earnings/(Loss) per share are calculated by dividing the net profit/ (Loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events of bonus issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings/(Loss) per share, the net profit/(Loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

1.15 FOREIGN EXCHANGE TRANSACTION

- a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- b. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In the case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract .
- c. Non -monetary foreign currency items are carried at cost.
- d. In respect of integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction . Monetary assets and liabilities are restated at the year end rates.
- e. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement , except in case of long term liabilities , where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

HISAR METAL INDUSTRIES LIMITED

Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019

Note : 2 Property, Plant and Equipment

Particulars	Gross Block				Depreciaton			Net Block		
	Value at the beginning	Addition during the year	Deduction during the year	Value as at 31st March 2019	Value at the beginning	Addition during the year	Deduction during the year	Value as at 31st March 2019	WDV as on 31.03.2019	WDV as on 31.03.2018
Property, Plant and Equipment										
Land	98,06,840	-	-	98,06,840	-	-	-	-	98,06,840	98,06,840
Industrial Plot	1,21,50,563	-	-	1,21,50,563	-	-	-	-	1,21,50,563	1,21,50,563
Shed & Building	3,60,15,146	7,83,700	-	3,67,98,846	1,16,58,836	11,14,717	-	1,27,73,553	2,40,25,293	2,43,56,310
Delhi Office	37,10,000	-	-	37,10,000	6,38,241	55,909	-	6,94,150	30,15,850	30,71,759
Plant & Machinery	40,34,08,689	2,66,86,287	-	43,00,94,976	24,96,23,669	1,68,83,448	-	26,65,07,117	16,35,87,859	15,37,85,020
Generator	1,10,01,379	-	-	1,10,01,379	1,08,20,672	-	-	1,08,20,672	1,80,707	1,80,707
Vehicles										
CAR	2,03,56,534	1,42,66,502	76,55,556	2,69,67,480	1,01,40,793	24,14,023	72,72,778	52,82,038	2,16,85,442	1,02,15,741
Moter Cycle	4,59,711	62,664	-	5,22,375	79,033	57,350	-	1,36,383	3,85,992	3,80,678
Furniture & Fixtures	12,37,600	44,886	-	12,82,486	9,05,566	91,941	-	9,97,507	2,84,979	3,32,034
Office Equipment	23,75,517	3,79,913	-	27,55,430	18,24,898	1,89,355	-	20,14,253	7,41,177	5,50,619
Computer	45,35,116	2,27,893	-	47,63,009	43,22,061	79,530	-	44,01,591	3,61,418	2,13,055
SUB TOTAL A	50,50,57,095	4,24,51,845	76,55,556	53,98,53,384	29,00,13,769	2,08,86,273	72,72,778	30,36,27,264	23,62,26,120	21,50,43,326
Capital Work-in-progress										
Shed & Building	-	7,83,700	7,83,700	-	-	-	-	-	-	-
Plant and Machinery	70,00,000	1,75,38,008	2,45,38,008	-	-	-	-	-	-	70,00,000
SUB TOTAL B	70,00,000	1,83,21,708	2,53,21,708	-	-	-	-	-	-	70,00,000
Intangible Assets										
Computer Software	-	-	-	-	-	-	-	-	-	-
SUB TOTAL C	-	-	-	-	-	-	-	-	-	0
Total	51,20,57,095	6,07,73,553	3,29,77,264	53,98,53,384	29,00,13,769	2,08,86,273	72,72,778	30,36,27,264	23,62,26,120	22,20,43,326
(Previous Year)	47,77,33,448	6,34,54,748	2,91,31,101	51,20,57,095	27,49,03,712	1,84,33,826	33,23,769	29,00,13,769	22,20,43,326	20,50,73,409

* Transferred to Computer A/c

HISAR METAL INDUSTRIES LIMITED*Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019***Note : 3 Investment**

Particulars	As at 31st March 2019	As at 31st March 2018
Investment	-	-
Total	-	-

Note : 4 Other non-current financial assets

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured, Considered Good :		
Security Deposit	67,72,015	62,48,048
MAT Credit Entitlement	-	-
Sales Tax Refundable	-	36,32,408
Total	67,72,015	98,80,456

Note : 5 Inventories

Particulars	As at 31st March 2019	As at 31st March 2018
Raw Material	32,37,61,267	28,00,46,600
Finished Goods	1,22,05,650	1,50,28,868
Stores & Spares	6,15,84,072	5,24,91,591
Total	39,75,50,989	34,75,67,059

Note : 6 Trade Recievables

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured, Considered Good :		
Outstanding for more than six months	1,14,79,957	52,58,934
Others	38,96,03,214	37,96,88,066
Total	40,10,83,170	38,49,47,000

Note : 7 Cash & cash equivalents

Particulars	As at 31st March 2019	As at 31st March 2018
Cash & Cash Equivalent		
Cash Balance	5,73,423	2,42,518
Bank Balances in Current accounts	3,10,00,544	2,10,08,835
Silver Coins	27,834	27,384
Gold Coins	-	-
RNB Yuan	9,757	-
Euro	25,321	1,16,670
Dollar	1,64,742	47,742
Bank Balance Representing Unclaimed Dividend	3,90,893	3,62,784
Total	3,21,92,513	2,18,05,933

Note : 7A Bank Balances

Particulars	As at 31st March 2019	As at 31st March 2018
Other Bank Balances	3,00,00,000	3,00,00,000
Balance with Banks in Fixed Deposit Account (Maturity more than three months but less than twelve months 30000000)*		
Total	3,00,00,000	3,00,00,000

* Fixed deposit held as margin by the bank for and are not available for use by the company.

HISAR METAL INDUSTRIES LIMITED**Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019****Note :8 Other current assets**

Particulars	As at 31st March 2019	As at 31st March 2018
Others		
(Unsecured considered good)		
Insurance Claim Receivable	40,26,290	40,26,290
Balance With Revenue Authorities (Indirect Taxes)	1,46,24,401	1,11,00,361
Advance against machinery	10,29,216	-
Prepaid Expenses	35,94,776	52,41,675
Balance with GST Credit Ledger	17,44,343	89,12,848
Others	1,63,31,987	1,22,51,146
Total	4,13,51,012	4,15,32,320

Note : 9 Equity Share Capital

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	Amount	No. of Shares	Amount
AUTHORIZED CAPITAL				
Equity Shares of Rs. 10/- each.	60,00,000	6,00,00,000	60,00,000	6,00,00,000
	60,00,000	6,00,00,000	60,00,000	6,00,00,000
ISSUED, SUBSCRIBED & PAID UP CAPITAL				
Equity Shares of Rs. 10/- each Fully Paid up	54,00,000	5,40,00,000	54,00,000	5,40,00,000
Total	54,00,000	5,40,00,000	54,00,000	5,40,00,000

(a) Reconciliation of Equity shares and amounts outstanding

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	Amount	No. of Shares	Amount
At the Beginning of the year	54,00,000	5,40,00,000	54,00,000	5,40,00,000
Issued during the year under bonus issue	-	-	-	-
At the end of the Year	54,00,000	5,40,00,000	54,00,000	5,40,00,000

(b) Terms/Rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10. The equity shares have rights, preferences and restrictions which are in accordance with the provisions of law, in particular the Companies Act, 2013.

(c) Details of shareholders holding more than 5% shares in the company

Particulars`	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	%	No. of Shares	%
Sh Abhiram Tayal	3,80,630	7.05%	3,53,130	6.54
Smt. Anubha Tayal	7,86,900	14.57%	7,14,150	13.23

Note : 10 Other Equity

Particulars	As at 31st March 2019	As at 31st March 2018
Securities Premium Reserve		
As per last Balance Sheet	-	-
General Reserve		
As per last Balance Sheet	3,07,46,700	3,07,46,700
Profit & Loss Account		
As per Last Balance Sheet	10,93,37,082	6,62,07,011
Add: Profit for the year	5,32,54,217	4,96,40,057
Less: Appropriations		
Proposed Dividend on Equity Shares	54,00,000	54,00,000
(Dividend per Share Re.1/- (Previous Year Re.1/-)	-	-
Tax on Dividend	11,09,986	11,09,986
	15,60,81,313	10,93,37,082
Total	18,68,28,013	14,00,83,782

HISAR METAL INDUSTRIES LIMITED**Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019****Note : 11 Borrowings**

Particulars	As at 31st March 2019		As at 31st March 2018	
	Non Current	Current	Non Current	Current
Secured				
-Hdfc Bank Car Loan	1601753	1499076	3101829	1157392
-Pnb Car Loan A/c	77201	272004	368547	209233
-ICICI Bank Car Loan	-	549200	549200	680608
-Yes Bank Ltd.	8330556	3070260	-	-
Unsecured				
-Corporate Loan	121146011	-	70220995	-
-Loans From Directors	49750000	-	39750000	-
Total	180905521	5390540	113990571	2047233

Note : 12 Provisions

Particulars	As at 31st March 2019	As at 31st March 2018
Gratuity	12497836	13483897
Leave Encashment	948505	669913
Total	13446341	14153810

Note : 13 Deferred Tax Liability (Net)

Particulars	As at 31st March 2019	As at 31st March 2018
Deferred Tax Liability		
Related to Fixed Assets	2,13,55,908	2,31,15,949
Deferred Tax Assets		
Disallowances under the Income Tax Act, 1961	50,58,884	62,44,091
Total	1,62,97,024	1,68,71,858

Note : 14 Current Borrowings

Particulars	As at 31st March 2019	As at 31st March 2018
Secured		
Working Capital Loans From Banks		
-Rupee Loans	19,04,69,528	23,02,58,112
-Pnb Bills Payable	24,93,80,075	29,90,59,698
Total	43,98,49,603	52,93,17,810

Working Capital Loans from Banks (Current and Non Current)**Security**

a. Cash Credit of Rs.190469528 from Punjab National Bank is secured against hypothecation of stock of finished goods, raw materials, work in progress, book debts, stores and spares and guaranteed by the directors.

Note : 15 Trade Payable

Particulars	As at 31st March 2019	As at 31st March 2018
Micro, Small and Medium Enterprises	34,23,735	-
Others	207,375,869	157,541,879
Total	210,799,604	157,541,879

Note : 16 Other Financial Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Current maturities of long term debt (Refer Note No. 11)	53,90,540	20,47,233
Unclaimed Dividends		
Creditors for Capital Expenditure	3,90,893	3,62,784
Excise Duty payable	8,24,980	5,88,980
Advance from Customers	1,02,77,795	15,06,962
Other Payables	1,96,55,520	2,08,00,439
Total	3,65,39,728	2,53,06,398

Note : 17 Short Term Provisions

Particulars	As at 31st March 2019	As at 31st March 2018
Proposed Dividend	54,00,000	54,00,000
Tax on Dividend	11,09,986	11,09,986
Provision for Income Tax	-	-
Total	65,09,986	65,09,986

HISAR METAL INDUSTRIES LIMITED**Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019****Note : 18 Revenue from Operations**

Particulars	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
Sale of Products		
-Cold Rolled Stainless Steel strips	1,84,09,81,955	2,14,50,80,932
-S.S. PIPES	16,77,67,780	14,73,81,808
-Store Sale	91,96,138	31,88,577
-Sale of Car	2,17,222	-
Sale of Services		
Job Work Income	5,31,11,928	6,23,83,155
Interest	42,67,056	65,15,796
Total	2,07,55,42,080	2,36,45,50,268

Note : 19 Other Income

Particulars	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
Profits on sale of Fixed Assets	-	14,35,890
Miscellaneous Income		
-Exchange fluctuation	1,81,849	2,28,416
-Provision For Leave Encashment	-	2,99,002
-Bad Debts written back	88,85,848	-
-Duty Draw Back	1,79,700	2,17,280
-Export Benefit 2%	12,11,294	-
-Others	17,56,678	6,40,000
Total	1,22,15,369	28,20,588

Note : 20 Cost of Material Consumed

Particulars	For the Year Ended March 31st, 2019		For the Year Ended March 31st, 2018	
	%	Amount	%	Amount
Hot Rolled SS strips				
Indigenous	98.74	1,57,20,86,761	100.00	1,80,60,98,160
Import	1.26	2,00,76,697	0.00	-
Total	100	1,59,21,63,457	100	1,80,60,98,160

Note : 21 Change in Inventories

Particulars	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
Inventories (at close)		
Finished Goods	1,22,05,650	1,50,28,868
Inventories (at commencement)		
Finished Goods	1,50,28,868	2,53,94,388
Total	28,23,218	1,03,65,520

Note : 22 Employee Benefit Expenses

Particulars	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
Salaries Wages and Bonus	4,95,75,303	47,920,428
Staff & Labour Welfare	26,05,430	2,824,281
Contribution to Provident & Other funds	56,85,741	5,825,356
Gratuity	31,73,176	3,174,483
Leave Encashment	4,97,483	-
Total	6,15,37,133	59,744,548

HISAR METAL INDUSTRIES LIMITED**Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019****Note :23 Finance Cost**

Particulars	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
Interest on :		
Long Term Loan	1,54,21,994	1,39,26,483
Short Term	1,23,09,781	1,37,69,974
Others	1,67,10,053	3,56,86,647
Bank Charges	47,22,889	44,07,579
Total	4,91,64,718	6,77,90,683

Note : 24 Depreciation and Amortization Expense

Particulars	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
Depreciation	2,08,86,273	1,84,33,826
Total	2,08,86,273	1,84,33,826

Note : 25 Other Expenses

Particulars	For the Year Ended March 31st, 2019	For the Year Ended March 31st, 2018
(a) Manufacturing Expenses :		
Stores and Spares	11,75,09,701	9,92,36,562
Power and Fuel	12,04,08,684	13,05,10,737
Chemical	1,03,03,042	1,26,58,633
Repair and Maintenance	86,39,636	71,19,603
Other Manufacturing Expenses	23,53,234	7,46,845
Total	25,92,14,297	25,02,72,380
(b) Administrative Expenses		
Rent	15,00,000	3,96,000
Filing Fees	13,200	12,600
Legal & Professional	18,24,543	9,77,976
Vehicle Upkeep & Maintenance	15,18,957	12,43,427
Cleaning & Maintenance Exp	2,17,180	-
Insurance	12,09,410	9,07,589
Postage, Telegram & Telephone	4,97,273	5,35,088
Travelling & Conveyance	14,56,770	9,84,588
Printing & Stationery	4,65,829	4,59,981
Auditor's Remuneration as:		
Statutory Audit Fees	2,60,000	1,10,000
Tax Audit Fees	90,000	55,000
Consultancy	50,000	2,00,000
Advertisement	5,22,221	1,17,790
Electricity Expenses	82,112	-
Fees & Subscription	12,59,602	12,31,039
Discount & Rebate	-	3,26,822
Donation	69,300	66,200
CSR Expenditure	8,10,000	-
Carriage Outward	1,76,11,967	1,47,76,259
Miscellaneous Expenses	9,53,819	18,68,470
Total	3,04,12,183	2,42,68,829
(c) Selling Expenses		
Export Sale Exp	5,04,420	1,03,320
Sale Promotion Expenses	1,95,385	4,65,260
Exhibition Rental Charges	4,62,875	-
Bad Debts	3,61,058	-
Total	15,23,738	5,68,580

HISAR METAL INDUSTRIES LIMITED**Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019****Note : 26 Disclosure as per IND AS-19 Retirement Benefits:****Post Retirement Employee Benefit:**

Description of Plan

Gratuity

Leave Encasement

Principal actuarial assumptions:

i) Economic Assumptions

Particulars	Gratuity		Leave Encasement	
	31-03-2019	31-03-2018	31-03-2019	31-03-2018
a) Discounting Rate	7.66%	7.73%	7.66%	7.73%
b) Future Salary Increase	5.50	5.50%	5.50%	5.50%
c) Expected Rate of return on plan assets	0.00	0.00	0.00	0.00

ii) Balance Sheet and related analysis

Particulars	Gratuity		Leave Encasement	
	31-03-2019	31-03-2018	31-03-2019	31-03-2018
a) Present Value of the obligation at end	1,24,97,836	1,34,83,897	9,48,505	6,69,913
b) Fair value of plan assets	-	-	-	-
c) Unfunded Liability / provision in Balance Sheet	-1,24,97,836	-1,34,83,897	-9,48,505	-6,69,913

iii) The amounts recognized in the income statement.

Particulars	Gratuity		Leave Encasement	
	31-03-2019	31-03-2018	31-03-2019	31-03-2018
a) Total Service Cost	14,70,238	17,17,117	2,17,148	1,66,570
b) Net Interest Cost	10,42,305	7,83,717	51,784	1,17,364
c) Net actuarial (gain) / loss recognized in the period	-	-	22,855	(58,293)
d) Expense recognized in the Income Statement	25,12,543	25,00,834	49,74,83	(29,90,02)

iv) Other Comprehensive Income (OCI)

Particulars	Gratuity		Leave Encasement	
	31-03-2019	31-03-2018	31-03-2019	31-03-2018
a) Net cumulative unrecognized actuarial gain/ (loss) opening	-	-	-	-
b) Actuarial gain / (loss) for the year on PBO	-6,60,633	-6,73,649	-	-
c) Actuarial gain / (loss) for the year on Asset	-	-	-	-
d) Unrecognized actuarial gain / (loss) for the year	-6,60,633	-6,73,649	-	-

v) Change in Benefit Obligation

Particulars	Gratuity		Leave Encasement	
	31-03-2019	31-03-2018	31-03-2019	31-03-2018
a) Present value of obligation as at the beginning of the period	1,34,83,897	1,06,33,885	6,69,913	15,92,454
b) Acquisition adjustment	-	-	-	-
c) Interest Cost	10,42,305	7,83,717	51,784	1,17,364
d) Service Cost	14,70,238	17,17,117	2,17,148	1,66,570
e) Past Service Cost including curtailment Gains /Losses	-	-	-	-
f) Benefits paid	-41,59,237	-3,24,471	-2,18,891	-6,23,539
g) Total Actuarial (Gain) / Loss on Obligation	6,60,633	6,73,649	2,28,551	-5,82,936
h) Present value of obligation as at the End of the period	1,24,97,836	1,34,83,897	9,48,505	6,69,913

vi) Change in Net Defined Benefit Obligation

Particulars	Gratuity		Leave Encasement	
	31-03-2019	31-03-2018	31-03-2019	31-03-2018
a) Net Defined benefit liability at the start of the period	1,34,83,897	1,06,33,885	6,69,913	15,92,454
b) Acquisition adjustment	-	-	-	-
c) Total Service Cost	14,70,238	17,17,117	2,17,148	1,66,570
d) Net Interest cost (Income)	10,42,305	7,83,717	51,784	1,17,364
e) Re-measurements	6,60,633	6,73,649	2,28,551	-5,82,936
f) Contribution paid to the Fund	-	-	-	-
g) Benefit paid directly by the enterprise	-41,59,237	-3,24,471	-2,18,891	-6,23,539
h) Net Defined benefit liability at the end of the period	1,24,97,836	1,34,83,897	9,48,505	6,69,913

HISAR METAL INDUSTRIES LIMITED

Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019

Note : 27 Disclosure as per Indian Accounting Statndard-24 on Related Party Disclosures

(i) Name of the associates with whom transactions were carried out during the year.

Associate Concerns

1	Jindal Polybutton Private Limited	CIN: U18101HR1992PTC031543
2	Jindal Metal Private Limited	CIN: U28113HR1980PLC010992
3	Amtrex Trading Co. Private Limited	CIN: U51909HR1999PTC034218
4	Ariansh Infotech Private Limited	CIN: U72900HR2009PTC039471

Name of the key management personnel and their relatives with whom transactions were carried out during the year

(ii) Key management personnel & their relatives:

1	Sh. Mahabir Parsad Jindal	Chairman
2	Sh. Abhiram Tayal	Managing Director
3	Smt. Anubha Tayal	Director
4	Sh. Karan Dev Tayal	Whole-time Director
5	Sh. Radhey Shyam Bansal	C.F.O.
6	Sh. Pardeep Nandal*	Company Secretary
7	Sh. Vishesh Kumar Chugh	GM (Finance) & Company Secretary

(iii) Transactions with the related parties

Particulars	Nature of relationship	Name of the related party	31st March 2019	31st March 2018
Managerial Remuneration	KMP	Sh. Abhiram Tayal	15,21,600	8,46,600
		Sh. Karan Dev Tayal	15,21,600	10,71,600
		Sh. Radhey Shyam Bansal	10,51,200	11,92,662
		Sh. Vishesh Kumar Chugh	12,10,800	7,06,300
		Sh. Pardeep Nandal	-	3,85,922
Interest Paid	Associate Concern	Amtrex Trading Co. Pvt. Ltd	9,94,919	8,97,942
	KMP	Sh. Mahabir Parsad Jindal	39,43,562	30,00,000
		Sh. Abhiram Tayal	8,07,000	8,07,000
		Smt. Anubha Tayal	3,63,000	3,63,000
		Sh. Karan Dev Tayal	6,00,000	6,00,000
Rent Paid	Associate Concern	Jindal Metal Private Limited	15,00,000	3,96,000
Software Exp.	Associate Concern	Ariansh Infotech Private Limited	-	9,170
Job Work	Associate Concern	Jindal Polybutton Private Limited	7,081	24,186
Payable to:	Associate Concern	Amtrex Trading Co. Pvt. Ltd.	91,86,422	82,90,995
	KMP	Sh. Abhiram Tayal	67,25,000	67,25,000
		Smt. Anubha Tayal	30,25,000	30,25,000
		Sh. Mahabir Parsad Jindal	3,50,00,000	2,50,00,000
		Sh. Karan Dev Tayal	50,00,000	50,00,000

* Since resigned

Note : 28 CIF Value of Imports

Particulars	31st March 2019	31st March 2018
Raw materials	1,83,41,727	-
Machinery	18,20,603	19,137,629
Stores & Spares	1,86,96,093	1,745,131

HISAR METAL INDUSTRIES LIMITED

Notes Forming Integral Part of the Financial Statements for the Year Ended 31st March 2019

Note : 29 Earnings in foreign exchange

Particulars	31st March 2019	31st March 2018
FOB value of exports	1,02,39,774	1,10,94,269

Note: 30 Expenditure in foreign currency

Particulars	31st March 2019	31st March 2018
Travel Expenses	1,45,600	46,146

Note : 31 Earnings per share

The following represents profit and share data used in the basic and diluted EPS computations

Particulars	31st March 2019	31st March 2018
Profit for computation of Basic EPS	5,32,54,217	4,96,40,057
Add:/(Less) adjustment	-	-
Profit for computation of Diluted EPS	5,32,54,217	4,96,40,057
Weighted average number of equity shares in calculating Basic EPS	54,00,000	54,00,000
Add:/(Less) adjustment	-	-
Weighted average number of equity shares in calculating Diluted EPS	54,00,000	54,00,000

Note: 32 Commitments and Contingencies

Particulars	31st March 2019	31st March 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	-	-
Counter guarantees issued to the bank for the bank guarantee obtained	3,50,000	3,50,000
Cheques/Bills/LCs/FLCs discounted with Company's Banker	2,17,59,974	2,26,89,734
Sales tax related matter	4,63,41,157	4,39,97,609
Haryana Government had imposed a levy namely Local Area Development Tax in the year 2007. However, the matter is pending in the Supreme Court.		

Note : 33 Previous Year Figures

Previous year figure are regrouped, wherever necessary. Current year balance sheet derived after taking all Ind (AS) into consideration.

Notes referred to above and notes attached thereto form an integral part of Financial Statements

For Arun Naresh & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Firm Reg. No.: 007127N

(Abhiram Tayal)
Managing Director
DIN:00081453

(Karan Dev Tayal)
Whole-time Director
DIN:00181214

(CA. Naresh Kumar Aggarwal)
PARTNER
Membership No. : 095376

(R.S. Bansal)
C.F.O.

(Vishesh Kumar Chugh)
GM (Finance) & Company Secretary

Place : Hisar
Date : 29 May 2019

NOTES

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NOTES

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HISAR METAL INDUSTRIES LIMITED

REGISTERD OFFICE: NEAR INDUSTRIAL DEVELOPMENT COLONY

DELHI ROAD, HISAR – 125005, HARYANA, INDIA

Ph: 01662-220067, 220367, 220738 Fax: 01662-220265

E-mail: vchugh@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) holding..... 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 29th Annual General Meeting of the Company, to be held on Monday, September 23, 2019 at 9:00 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:

S. No.	Resolutions to be passed in the meeting	For	Against
1.	Adoption of Audited Financial Statement for the year ended 31st March 2019 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Declaration of dividend		

3.	Appointment of Director in place of Mr M.P.Jindal, (DIN-00049867), who retires by rotation and being eligible, offer himself for re-appointment.		
4.	Ratification of Cost Auditors' remuneration.		
5.	Re-appointment of Mr. Shital Parshad Jain (DIN-01844444) as an Independent Director of the Company (Special Resolution)		
6.	Re-appointment of Mr. Sharat Jain (DIN-02846477) as an Independent Director of the Company (Special Resolution)		
7.	Re-appointment of Mr. Anuj Kumar (DIN-02846580) as an Independent Director of the Company (Special Resolution)		
8.	Re-appointment of Mr. Sajjan Singh (DIN-00081937) as an Independent Director of the Company (Special Resolution)		

Signed this day of 2019

.....
(Signature of Proxy holder).....
(Signature of Shareholder)

Affix Revenue Stamp Re. 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

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E-mail: vchugh@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 29th Annual General Meeting of the Company to be held on Monday, September 23, 2019 at 9:00 A.M. at its registered office at near IDC, Delhi Road, Hisar-125 005, (Haryana).

Name of the shareholder/proxy*.....

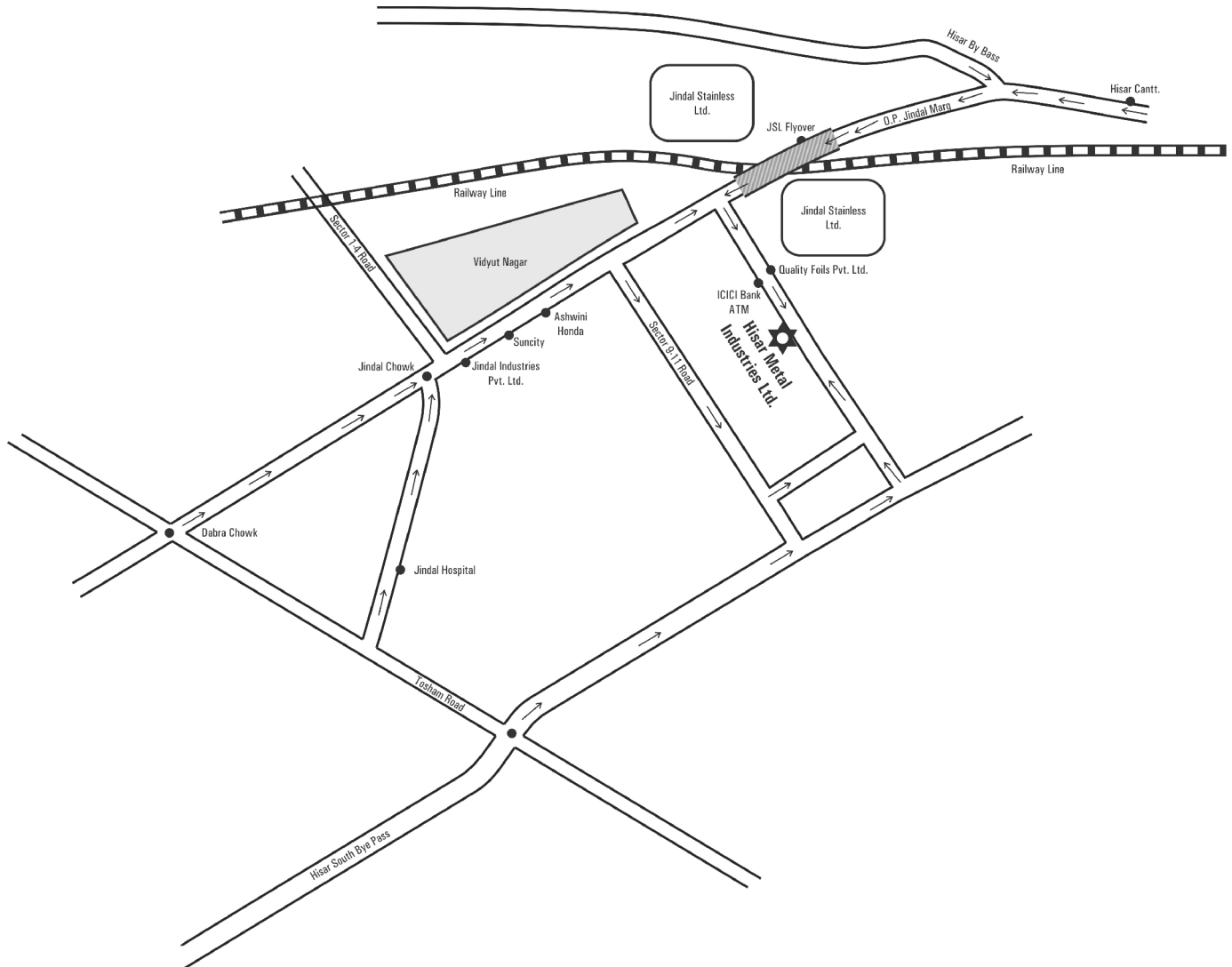
Address

No. of shares heldFolio No.

*(Strike out whichever is Not Applicable)

.....
(Signature of the Shareholder/Proxy)

Route map to the venue of the AGM



If undelivered please return to :
HISAR METAL INDUSTRIES LIMITED
Near Industrial Development Colony
Delhi Road, Hisar-125 005
(Haryana), INDIA