

# HISAR METAL INDUSTRIES LIMITED

Regd. Off & Works: Near Industrial Development Colony, Hisar-125005 (HRY)  
Phone: 01662-220067,220367,220738 Fax 01662-220265  
Email :info@hisarmetal.com, Web [www.hisarmetal.com](http://www.hisarmetal.com)  
CIN No: L74899HR1990PLC030937

August 14, 2024

Corporate Relationship Department  
Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
**Scrip Code: 590018**  
**(Category: Permitted for Trade)**

Corporate Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor  
Plot No. C-1, G Block  
Bandra Kurla Complex, Bandra East  
Mumbai – 400051  
**Scrip Code: HISARMETAL**

**Sub: Notice of the 34<sup>th</sup> Annual General Meeting**

Dear Sir / Madam

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the Notice dated August 10, 2024 convening the 34<sup>th</sup> Annual General Meeting of the Company on Friday, September 20, 2024 at the Registered Office of the Company, Near Industrial Development Colony, Delhi Road, Hisar (Haryana)-125005.

This is for your kind information and records.

Thanking You,

Yours faithfully,  
For **Hisar Metal Industries Limited**

Vishesh  
Kumar  
Chugh

Digitally signed by  
Vishesh Kumar  
Chugh  
Date: 2024.08.14  
09:54:17 +05'30'

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(Vishesh Kumar Chugh)  
**Company Secretary & Compliance Officer**

**NOTICE**

**Notice** is hereby given that the Thirty Fourth **Annual General Meeting (AGM)** of **Hisar Metal Industries Limited** will be held on **Friday, September 20, 2024 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, 2024, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Re. 1/- per share as recommended by the Board of Directors.
3. To appoint a Director in place of Mrs. Anubha Tayal (DIN-00081391) who retire by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Abhiram Tayal (DIN 00081453) who retire by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

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

**Ordinary Resolution:**

**"RESOLVED** that pursuant to the provisions of 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 2024-25 be and is hereby ratified."

6. To Consider and approve the regularization of appointment of Mr. Neeraj Kumar Jindal having DIN: 00054885 as Director of the Company\_ and if thought fit, to pass the following resolution as **Ordinary**

**Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and on the recommendation of Nomination and Remuneration Committee, Mr. Neeraj Kumar Jindal (DIN: 00054885), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from August 10, 2024 pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who being eligible, offers himself for appointment, be and is hereby appointed as a Director of the Company and liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Key Managerial Personnel(s) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

7. To Consider and approve the regularization of appointment of Mr. Pankaj Jindal having DIN: 00049921 as Director of the Company and if thought fit, to pass the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act,2013 read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s)thereof for the time being in force and on the recommendation of Nomination and Remuneration Committee, Mr. Pankaj Jindal (DIN: 00049921), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from August 10, 2024 pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who being eligible, offers himself for appointment, be and is hereby appointed as a Director of the Company and liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Key Managerial Personnel(s) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution.”

8. To Consider and approve the Appointment of Mr. Ritesh Mohan Jindal having DIN: 10507554 as Independent Director (Non-Executive Capacity) of the Company\_and if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 16(1)(b) and Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force),as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Ritesh Mohan Jindal (DIN: 10507554) who was appointed as an Additional Director (Non-Executive Independent Director)with effect from August10, 2024, pursuant to Section 161 of the Act by the Board of Directors (“Board”) who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as Non – Executive Independent Director of the Company to hold office for a term of Five (5) years from August10, 2024 to August09, 2029(both days inclusive) and who shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations, Mr. Ritesh Mohan Jindal shall be entitled to receive the remuneration/fees/commissions as permitted to be received in a capacity of Non- Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Key Managerial Personnel(s) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

9. To Consider and approve the Appointment of Mr. Parduman Kumar Sandhir having DIN: 10554370 as Independent Director (Non-Executive Capacity) of the Company and if thought fit, to pass the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 16(1)(b) and Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Parduman Kumar Sandhir (DIN: 10554370) who was appointed as an Additional Director (Non- Executive Independent Director) with effect from August 10, 2024, pursuant to Section 161 of the Act by the Board of Directors ("Board") who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of Five (5) years from August 10, 2024 to August 09, 2029 (both days inclusive) and who 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. Parduman Kumar Sandhir on attaining the age of 75 (seventy five) years on 23<sup>rd</sup> January, 2029, during the above term of 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 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** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations, Mr. Parduman Kumar Sandhir shall be entitled to receive the remuneration/fees/commissions as permitted to be received in a capacity of Non-Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Key Managerial Personnel(s) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

10. To Consider and approve the Appointment of Mr. Rajender Kumar Leekha having DIN: 03597751 as Independent Director (Non-Executive Capacity) of the Company and if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 16(1)(b) and Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force),as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Rajender Kumar Leekha (DIN: 03597751) who was appointed as an Additional Director (Non- Executive Independent Director)with effect from August10, 2024, pursuant to Section 161 of the Act by the Board of Directors (“Board”) who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as Non – Executive Independent Director of the Company to hold office for a term of Five (5) years from August10, 2024 to August09, 2029 (both days inclusive) and who shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations, Mr. Rajender Kumar Leekha shall be entitled to receive the remuneration/fees/commissions as permitted to be received in a capacity of Non- Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT**to give effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Key Managerial Personnel(s) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

11. To Consider and approve the Appointment of Mr. Sanjay Kumar Jain having DIN: 02817520 as Independent Director (Non-Executive Capacity) of the Company and if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 16(1)(b) and Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force),as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Sanjay Kumar Jain (DIN: 02817520) who was appointed as an Additional Director (Non- Executive Independent Director)with effect from August10, 2024, pursuant to Section 161 of the Act by the Board of Directors (“Board”) who meets the criteria of Independence as provided under Section

149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of Five (5) years from August10, 2024 to August09, 2029 (both days inclusive) and who shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations, Mr. Sanjay Kumar Jain shall be entitled to receive the remuneration/fees/commissions as permitted to be received in a capacity of Non-Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Key Managerial Personnel(s) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution.”

12. To Consider and approve the Appointment of Mr. Sandeep Garg having DIN: 10666936 as Independent Director (Non-Executive Capacity) of the Company and if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 16(1)(b) and Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Sandeep Garg (DIN: 10666936) who was appointed as an Additional Director (Non-Executive Independent Director) with effect from August10, 2024, pursuant to Section 161 of the Act by the Board of Directors (“Board”) who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as Non – Executive Independent Director of the Company to hold office for a term of Five (5) years from August10, 2024 to August09, 2029 (both days inclusive) and who shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations, Mr. Sandeep Garg shall be entitled to receive the remuneration/fees/commissions as permitted to be received in a capacity of Non-Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Key Managerial Personnel(s) of the Company,

be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

13. To Consider and approve the Appointment of Mr. Sanjeev Goyal having DIN: 10673693 as Independent Director (Non-Executive Capacity) of the Company and if thought fit, to pass the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 16(1)(b) and Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Sanjeev Goyal (DIN: 10673693) who was appointed as an Additional Director (Non-Executive Independent Director) with effect from August 10, 2024, pursuant to Section 161 of the Act by the Board of Directors ("Board") who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as Non – Executive Independent Director of the Company to hold office for a term of Five (5) years from August 10, 2024 to August 09, 2029 (both days inclusive) and who shall not be liable to retire by rotation."

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations, Mr. Sanjeev Goyal shall be entitled to receive the remuneration/fees/commissions as permitted to be received in a capacity of Non-Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or Key Managerial Personnel(s) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

**Hisar, August 10, 2024**

**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. 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.
10. 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.
11. 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.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday September 10, 2024 to Friday September 20, 2024 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2024 and for the AGM.
13. Subject to the provisions of the Companies Act, 2013 dividend of 10% (Re. 1/- per share) for the financial year ended on March 31, 2024 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 9, 2024.



14. 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.
15. 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 2015-16 from time to time, to the IEPF. The Company has uploaded, the details of unpaid and unclaimed amounts from the financial year 2016-17 to 2022-23 lying with the Company, on the website of the Company (<http://www.hisarmetal.com>). Members are requested to write to the Company Secretary to claim unpaid dividend.
16. 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 1601 shares have been transferred to IEPF authority. The details are available on the website of the Company (<http://www.hisarmetal.com>)
17. Members holding shares in dematerialized form are requested to update the details pertaining to their shareholding such as change of address/name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However the members who hold shares in physical form may write to the Company Secretary or RTA at M/s. Skyline Financial Services Pvt. Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110 020, Tel.: +91 (11) 64732681 to 88, Fax: +91 (11) 26812682, Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)
18. 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.
19. 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.
20. The Notice of the AGM alongwith the Annual Report 2023-24 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 2023-24 will also be available on the Company's website: <http://www.hisarmetal.com>.
21. Members may note that the Income Tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by the Company after 1st April, 2020 shall be taxable in the hands of Members.

22. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
23. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Further, the Members are requested to kindly note that as per SEBI circular, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN. Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to RTA for registration against their respective folio(s) :
- Identity Proof: Copy of PAN Card/Aadhar Card
  - Address Proof: Copy of Aadhar Card/Passport/ Client Master List/Utility Bill not over 3 months old
  - Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder  
Contact Details: Mobile no., email ID
  - Nomination: Please provide Form SH13 duly filled and signed to RTA.

In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/dividend payment as per the direction under the aforesaid Circular.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, security holders (holding securities in physical form also) shall be paid dividend only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature by such shareholders. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

**24. Instructions and other information relating to remote e-voting are as under:**

- 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').
- 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 13, 2024 only shall be entitled to avail the facility of remote e-voting or voting by ballot paper at the meeting.
- vii. 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 13, 2024.
- viii. 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 13, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.
- ix. The remote e-voting period commences on Tuesday, September 17, 2024 (9:00 am) and ends on Thursday, September 19, 2024 (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 13, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- x. 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.
- xi. 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 20, 2024.
- xii. 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.
- xiii. 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: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="597 627 1487 1197">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="597 1224 1487 1711">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="597 1738 1487 1850">3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	 <p>The image shows a promotional banner for the NSDL Mobile App. It features the text 'NSDL Mobile App is available on' in blue. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Underneath each logo is a square QR code for scanning.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 ID 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - 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.

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

- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
  2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
  3. Now you are ready for e-Voting as the Voting page opens.
  4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:sanjeevacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr Narendra Dev at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [vchugh@hisarmetal.com](mailto:vchugh@hisarmetal.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [vchugh@hisarmetal.com](mailto:vchugh@hisarmetal.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to



update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Item 5 : Ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25**

The Board of Directors (Board) in its meeting held on August 10, 2024 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 2024-25 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 2024-25.

The Board recommends the said Resolution 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 said Resolution.

**Item No. 6: Appointment of Mr. Neeraj Kumar Jindal as Non- Executive Non-Independent Director of the Company.**

Mr. Neeraj Kumar Jindal (DIN: 00054885) was appointed as an Additional Director (Non- Executive Non-Independent Director) on the Board of the Company with effect from August 10, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, the additional director holds office up to the date of the ensuing Annual General Meeting of the Company. The Nomination and Remuneration Committee is of the view that the appointment of Mr. Neeraj Kumar Jindal on the Company's Board is desirable and would be beneficial to the Company.

The Company has received consent in writing from him to act as Director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

He has rich and vast experience of more than 20 years in the fields of Manufacturing, Quality and People Management. Currently he is the Managing Director of M/s. Jindal Polybuttons Private Limited (CIN: U36100HR1992PTC031543) and also director in the following Companies:

1. RACCONTI VEZZDESIGN INDIA PRODUCTS PRIVATE LIMITED -U43301HR2023PTC115957
2. CASA STORIA PRIVATE LIMITED-U47591HR2023PTC115704
3. RACCONTI PRODUCTS PRIVATE LIMITED- U36100DL2019PTC350782
4. JINDAL BUTTONS (BD) PVT. LTD., BANGLADESH (Reg. No C-193307/2024)
5. JINDAL PRODUCTS PRIVATE LIMITED- U36100HR1992PTC031593

Hence, the Board recommends the said resolution for your approval at the ensuing AGM of the Company.

Mr. Mahabir Parsad Jindal, being father of Mr Neeraj Kumar Jindal, is interested in the resolution with regard to his respective appointment to the extent of his shareholding only. The relatives of Mr. Neeraj Kumar Jindal

may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 7: Appointment of Mr. Pankaj Jindal as Non-Executive Non-Independent Director of the Company.**

Mr. Pankaj Jindal (DIN: 00049921) was appointed as an Additional Director (Non- Executive Non-Independent Director) on the Board of the Company with effect from August 10, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, the additional director holds office up to the date of the ensuing Annual General Meeting of the Company. The Nomination and Remuneration Committee is of the view that the appointment of Mr. Pankaj Jindal on the Company's Board is desirable and would be beneficial to the Company.

The Company has received consent in writing from him to act as Director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

He has rich and vast experience of more than 20 years in the fields of Manufacturing, Administration and HR. Currently he is the Managing Director of M/s. Ravindra Tubes Private Limited (CIN: U74999HR1973PTC 006965) and also director in the following Companies:

1. GALZN WIRES PRIVATE LIMITED- U74996DL2006PTC149635
2. GENEXT STEELS LIMITED - U27106GJ2008PLC125339

Hence, the Board recommends the said resolution of the Notice for your approval at the ensuing AGM of the Company.

Mr. Mahabir Parsad Jindal, being father of Mr Pankaj Jindal, is interested in the resolution with regard to his respective appointment to the extent of his shareholding only. The relatives of Mr. Pankaj Jindal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 8: Appointment of Mr. Ritesh Mohan Jindal as Non- Executive Independent Director of the Company.**

Mr. Ritesh Mohan Jindal (DIN: 10507554) was appointed as an Additional Director (Non- Executive Independent Director) on the recommendation of Nomination and Remuneration Committee ("NRC"), by the Board of Directors ("Board") on August 10, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") w.e.f. August 10, 2024 to hold office for a first term of five years commencing from August 10, 2024 to August 09, 2029.

Considering vast experience, specialized knowledge and skills of Mr. Ritesh Mohan Jindal in the area of finance, taxation and audit, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive year commencing from August 10, 2024 to August 09, 2029.

Mr. Ritesh Mohan Jindal (DIN: 10507554), aged about 43 years, is member of The Institute of Chartered Accountants of India (ICAI) having membership no. 0515383, presently practising in the GST, Income Tax and Internal Audit of Manufacturing Industries from 2014. He was the Head of Accounts and Finance in Jindal Polybuttons Private Limited (CIN U36100HR1992PTC031543) from 2007 to 2014 before starting his own Practice. The Company has received declaration from Mr. Ritesh Mohan Jindal that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India ("SEBI") or any other such authority and has given his consent to act as Director of the Company. In the opinion of the Board, He fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and He is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives other than Mr. Ritesh Mohan Jindal himself are directly or indirectly, concerned or interested in the said resolution.

His brief profile and other additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure-1 to the Notice.

The Board of Directors recommends the said resolution for passing as Special Resolution.

**Item No. 9: Appointment of Mr. Parduman Kumar Sandhir as Non- Executive Independent Director of the Company.**

Mr. Parduman Kumar Sandhir (DIN: 10554370) was appointed as an Additional Director (Non- Executive Independent Director) on the recommendation of Nomination and Remuneration Committee ("NRC"), by the Board of Directors ("Board") on August 10, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") w.e.f. August 10, 2024 to hold office for a first term of five years commencing from August 10, 2024 to August 09, 2029.

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. Parduman Kumar Sandhir will attain the age of 75 years on 23<sup>rd</sup> January, 2029 and hence continuation beyond 75 years requires the approval of members by way of a special resolution. 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.

Considering vast experience, specialized knowledge and skills of Mr. Parduman Kumar Sandhir in the area of Law, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive year commencing from August 10, 2024 to August 09, 2029.

Mr. Parduman Kumar Sandhir (DIN: 10554370), aged about 71 years LL.B., presently practising as an Advocate in District Court Hisar and has 49 years of experience in criminal law. The Company has received declaration from Mr. Parduman Kumar Sandhir that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India ("SEBI") or any other such authority and has given his consent to act as Director of the Company. In the opinion of the Board, He fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and He is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives other than Mr. Parduman Kumar Sandhir himself are directly or indirectly, concerned or interested in the said resolution.

His brief profile and other additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure-1 to the Notice.

The Board of Directors recommends the said resolution for passing as Special Resolution.

**Item No. 10: Appointment of Mr. Rajender Kumar Leekha as Non- Executive Independent Director of the Company.**

Mr. Rajender Kumar Leekha (DIN: 03597751) was appointed as an Additional Director (Non- Executive Independent Director) on the recommendation of Nomination and Remuneration Committee ("NRC"), by the Board of Directors ("Board") on August 10, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") w.e.f. August 10, 2024 to hold office for a first term of five years commencing from August 10, 2024 to August 09, 2029.

Considering vast experience, specialized knowledge and skills of Mr. Rajender Kumar Leekha in the area of Manufacturing, Administration and Liaison, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive year commencing from August 10, 2024 to August 09, 2029.

Mr. Rajender Kumar Leekha (DIN: 03597751), aged about 67 years, has rich and vast experience of 43 years plus in the fields of Manufacturing, Administration and Liaison.

The Company has received declaration from Mr. Rajender Kumar Leekha that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India ("SEBI") or any other such authority and has given his consent to act as Director of the Company. In the opinion of the Board, He fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and Rules

made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and He is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives other than Mr. Rajender Leekha himself are directly or indirectly, concerned or interested in the said resolution.

His brief profile and other additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure-1 to the Notice.

The Board of Directors recommends the said resolution for passing as Special Resolution.

**Item No. 11: Appointment of Mr. Sanjay Kumar Jain as Non- Executive Independent Director of the Company.**

Mr. Sanjay Kumar Jain (DIN: 02817520) was appointed as an Additional Director (Non- Executive Independent Director) on the recommendation of Nomination and Remuneration Committee (“NRC”), by the Board of Directors (“Board”) on August 10, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) w.e.f. August 10, 2024 to hold office for a first term of five years commencing from August 10, 2024 to August 09, 2029.

Considering vast experience, specialized knowledge and skills of Mr. Sanjay Kumar Jain in the area of Information and Technology, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive year commencing from August 10, 2024 to August 09, 2029.

Mr. Sanjay Kumar Jain (DIN: 02817520), aged about 54 years, has rich and vast experience of 34 years plus in the fields of Information and Technology, Management and administration. He is working in Jindal Stainless Limited Hisar as GM (IT) since 1991.

The Company has received declaration from Mr. Sanjay Kumar Jain that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India (“SEBI”) or any other such authority and has given his consent to act as Director of the Company. In the opinion of the Board, He fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and He is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives other than Mr. Sanjay Kumar Jain himself are directly or indirectly, concerned or interested in the said resolution.

His brief profile and other additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure-1 to the Notice.

The Board of Directors recommends the said resolution for passing as Special Resolution.

**Item No. 12: Appointment of Mr. Sandeep Garg as Non- Executive Independent Director of the Company.**

Mr. Sandeep Garg (DIN: 10666936) was appointed as an Additional Director (Non- Executive Independent Director) on the recommendation of Nomination and Remuneration Committee (“NRC”), by the Board of Directors (“Board”) on August 10, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) w.e.f. August 10, 2024 to hold office for a first term of five years commencing from August 10, 2024 to August 09, 2029.

Considering vast experience, specialized knowledge and skills of Mr. Sandeep Garg in the area of Law, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive year commencing from August 10, 2024 to August 09, 2029.

Mr. Sandeep Garg (DIN: 10666936), aged about 55 years LL.B., presently practising as an Advocate in District Court Hisar and has 32 years of experience in Civil, Arbitration, Commercial and Criminal Litigation. The Company has received declaration from Mr. Sandeep Garg that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received declaration from Mr. Sandeep Garg that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India (“SEBI”) or any other such authority and has given his consent to act as Director of the Company. In the opinion of the Board, He fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and He is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives other than Mr. Sandeep Garg himself are directly or indirectly, concerned or interested in the said resolution.

His brief profile and other additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure-1 to the Notice.

The Board of Directors recommends the said resolution for passing as Special Resolution.

**Item No. 13: Appointment of Mr. Sanjeev Goyal as Non- Executive Independent Director of the Company.**

Mr. Sanjeev Goyal (DIN: 10673693) was appointed as an Additional Director (Non- Executive Independent Director) on the recommendation of Nomination and Remuneration Committee (“NRC”), by the Board of Directors (“Board”) on August 10, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013

(“Act”) w.e.f. August 10, 2024 to hold office for a first term of five years commencing from August 10, 2024 to August 09, 2029.

Considering vast experience, specialized knowledge and skills of Mr. Sanjeev Goyal in the area of Law, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive year commencing from August 10, 2024 to August 09, 2029.

Mr. Sanjeev Goyal (DIN: 10673693) aged about 54 years LL.B., presently practising as an Advocate in Delhi High Court, Supreme Court of India and Various tribunals/courts across India and has 29 years of experience in Civil, Arbitration, Commercial and Corporate Litigation. The Company has received declaration from Mr. Sanjeev Goyal that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received declaration from Mr. Sanjeev Goyal that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India (“SEBI”) or any other such authority and has given his consent to act as Director of the Company. In the opinion of the Board, He fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and He is independent of the management.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives other than Mr. Sanjeev Goyal himself are directly or indirectly, concerned or interested in the said resolution.

His brief profile and other additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure-1 to the Notice.

The Board of Directors recommends the said resolution for passing as Special Resolution.

## 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:

<b>Name of Director</b>	<b>Mr. Neeraj Kumar Jindal</b>
<b>Directors Identification Number (DIN)</b>	00054885
<b>Age</b>	52 Years
<b>Qualification</b>	Graduate
<b>Experience and expertise</b>	<p>He has rich and vast experience of more than 20 years in the fields of Manufacturing, Quality, and People Management. Currently he is the Managing Director of M/s. Jindal Polybuttons Private Limited (CIN: U36100HR1992 PTC031543) and also director in the following Companies:</p> <ol style="list-style-type: none"> <li>1. RACCONTI VEZZDESIGN INDIA PRODUCTS PRIVATE LIMITED -U43301HR2023PTC115957</li> <li>2. CASA STORIA PRIVATE LIMITED-U47591HR2023PTC11 5704</li> <li>3. RACCONTI PRODUCTS PRIVATE LIMITED- U36100DL 2019PTC350782</li> <li>4. JINDAL BUTTONS (BD) PVT. LTD., BANGLADESH (Reg. No C-193307/2024)</li> <li>5. JINDAL PRODUCTS PRIVATE LIMITED- U36100HR1992 PTC031593</li> </ol>
<b>Date of first Appointment on the Board of the Company</b>	10/08/2024
<b>Shareholding in Hisar Metal Industries Limited</b>	250000 (Pending Transfer 66500 shares, After transfer Total will be 316500 shares)
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive & Non-Independent Director, liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Nil
<b>List of Directorship held in other companies</b>	6
<b>Membership / Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between Directors inter-se</b>	Mr. Neeraj Kumar Jindal is related to one of the Promoter Mr. Mahabir Prasad Jindal of the Company. He is son of Sh. Mahabir Prasad Jindal and also part of Promoter group.
<b>Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority:</b>	Mr. Neeraj Kumar Jindal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



**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:**

<b>Name of Director</b>	<b>Mr. Pankaj Jindal</b>
<b>Directors Identification Number (DIN)</b>	00049921
<b>Age</b>	48 Years
<b>Qualification</b>	Graduate
<b>Experience and expertise</b>	He has rich and vast experience of more than 20 year in the fields of Manufacturing, Administration and HR. Currently he is the Managing Director of M/s. Ravindra Tubes Private Limited (CIN: U74999 HR1973PTC006965) and also director in the following Companies: 1. GALZN WIRES PRIVATE LIMITED- U74996DL2006PTC149635 2. GENEXT STEELS LIMITED - U27106GJ2008PLC125339
<b>Date of first Appointment on the Board of the Company</b>	10/08/2024
<b>Shareholding in Hisar Metal Industries Limited</b>	272250 (Pending Transfer 30150 shares, After transfer Total will be 302400 shares)
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive & Non-Independent Director, liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Nil
<b>List of Directorship held in other companies</b>	3
<b>Membership / Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between Directors inter-se</b>	Mr. Pankaj Jindal is related to one of the Promoter Mr. Mahabir Prasad Jindal of the Company. He is son of Sh. Mahabir Prasad Jindal and also part of Promoter group.
<b>Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority:</b>	Mr. Pankaj Jindal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

## 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:

<b>Name of Director</b>	<b>Mr. Ritesh Mohan Jindal</b>
<b>Directors Identification Number (DIN)</b>	10507554
<b>Age</b>	43 Years
<b>Qualification</b>	B.Com., CA
<b>Experience and expertise</b>	Mr. Ritesh Mohan Jindal (DIN: 10507554) is member of The Institute of Chartered Accountants of India (ICAI) having membership no. 0515383, presently practising in the GST, Income Tax and Internal Audit of Manufacturing Industries from 2014. He was the Head of Accounts and Finance in Jindal Polybuttons Private Limited (CIN U36100HR1992PTC031543) from 2007 to 2014 before starting Practice.
<b>Date of first Appointment on the Board of the Company</b>	10/08/2024
<b>Shareholding in Hisar Metal Industries Limited</b>	Nil
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive & Independent Director, not liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Nil
<b>List of Directorship held in other companies</b>	Nil
<b>Membership / Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between Directors inter-se</b>	Mr. Ritesh Mohan Jindal is not related to any director of the Company.
<b>Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority:</b>	Mr. Ritesh Mohan Jindal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

## 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:

<b>Name of Director</b>	<b>Mr. Parduman Kumar Sandhir</b>
<b>Directors Identification Number (DIN)</b>	10554370
<b>Age</b>	70 Years
<b>Qualification</b>	B. A., LLB
<b>Experience and expertise</b>	Mr. Parduman Kumar Sandhir (DIN: 10554370), aged about 70 years LL.B., presently practising as an Advocate in District Court Hisar and has 49 years of experience in criminal law.
<b>Date of first Appointment on the Board of the Company</b>	10/08/2024
<b>Shareholding in Hisar Metal Industries Limited</b>	Nil
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive & Independent Director, not liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Nil
<b>List of Directorship held in other companies</b>	Nil
<b>Membership / Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between Directors inter-se</b>	Mr. Parduman Kumar Sandhir is not related to any director of the Company.
<b>Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority:</b>	Mr. Parduman Kumar Sandhir is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

## 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:

<b>Name of Director</b>	<b>Mr. Rajender Kumar Leekha</b>
<b>Directors Identification Number (DIN)</b>	03597751
<b>Age</b>	67 Years
<b>Qualification</b>	Bachelor of Arts (B.A.)
<b>Experience and expertise</b>	Mr. Rajender Kumar Leekha (DIN: 03597751), aged about 67 years, has rich and vast experience of 43 years plus in the fields of Manufacturing, Administration and Liaison. He deal in manufacturing of Surgical cotton.
<b>Date of first Appointment on the Board of the Company</b>	10/08/2024
<b>Shareholding in Hisar Metal Industries Limited</b>	Nil
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive & Independent Director, not liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Nil
<b>List of Directorship held in other companies</b>	Nil
<b>Membership / Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between Directors inter-se</b>	Mr. Rajender Kumar Leekha is not related to any director of the Company.
<b>Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority:</b>	Mr. Rajender Kumar Leekha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

## 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:

<b>Name of Director</b>	<b>Mr. Sanjay Kumar Jain</b>
<b>Directors Identification Number (DIN)</b>	02817520
<b>Age</b>	54 Years
<b>Qualification</b>	Bachelor of Arts (B.A.)
<b>Experience and expertise</b>	Mr. Sanjay Kumar Jain (DIN: 02817520), aged about 54 years, has rich and vast experience of 34 years plus in the fields of Information and Technology, Management and administration. He is working in Jindal Stainless Limited Hisar as GM (IT) since 1991.
<b>Date of first Appointment on the Board of the Company</b>	10/08/2024
<b>Shareholding in Hisar Metal Industries Limited</b>	Nil
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive & Independent Director, not liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Nil
<b>List of Directorship held in other companies</b>	Nil
<b>Membership/Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between Directors inter-se</b>	Mr. Sanjay Kumar Jain is not related to any director of the Company.
<b>Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority:</b>	Mr. Sanjay Kumar Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

### 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:

<b>Name of Director</b>	<b>Mr. Sandeep Garg</b>
<b>Directors Identification Number (DIN)</b>	10666936
<b>Age</b>	55 Years
<b>Qualification</b>	B. A., LLB
<b>Experience and expertise</b>	Mr. Sandeep Garg (DIN: 10666936), aged about 55 years LL.B., presently practising as an Advocate in District Court Hisar and has 32 years of experience in experience in Civil, Arbitration, Commercial and Criminal Litigation.
<b>Date of first Appointment on the Board of the Company</b>	10/08/2024
<b>Shareholding in Hisar Metal Industries Limited</b>	Nil
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive & Independent Director, not liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Nil
<b>List of Directorship held in other companies</b>	Nil
<b>Membership / Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between Directors inter-se</b>	Mr. Sandeep Garg is not related to any director of the Company.
<b>Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority:</b>	Mr. Sandeep Garg is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

**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:**

<b>Name of Director</b>	<b>Mr. Sanjeev Goyal</b>
<b>Directors Identification Number (DIN)</b>	10673693
<b>Age</b>	54 Years
<b>Qualification</b>	LLB
<b>Experience and expertise</b>	Mr. Sanjeev Goyal (DIN: 10673693), aged about 54 years LL.B., presently practising as an Advocate in Delhi High Court, Supreme Court of India and Various tribunals/courts across India and has 29 years of experience in Civil, Arbitration, Commercial and Corporate Litigation.
<b>Date of first Appointment on the Board of the Company</b>	10/08/2024
<b>Shareholding in Hisar Metal Industries Limited</b>	Nil
<b>Terms and conditions of Appointment/re-appointment</b>	Non-Executive & Independent Director, not liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Nil
<b>List of Directorship held in other companies</b>	Nil
<b>Membership / Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between Directors inter-se</b>	Mr. Sanjeev Goyal is not related to any director of the Company.
<b>Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority:</b>	Mr. Sanjeev Goyal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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

**Hisar, August 10, 2024**  
**Registered Office:**  
Near I.D.C., Delhi Road  
Hisar-125 005, Haryana

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

**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: info@hisarmetal.com Website: www.hisarmetal.com

CIN: L74899HR1990PLC030937

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(s3) of the Companies  
 (Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No. / Client ID: \_\_\_\_\_

DP ID: \_\_\_\_\_

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email ID : \_\_\_\_\_

Signature \_\_\_\_\_

Or failing him/her

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email ID : \_\_\_\_\_

Signature \_\_\_\_\_

Or failing him/her

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email ID : \_\_\_\_\_

Signature \_\_\_\_\_

- I/We, being the member(s) holding..... shares of the Hisar Metal Industries Limited, hereby appoint as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 34th Annual General Meeting of the Company, to be held on Friday, September 20, 2024 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.	<b>Ordinary Resolution-</b> Adoption of Audited Financial Statement for the year ended 31st March 2024 together with the Reports of the Board of Directors and the Auditors thereon.		



2.	<b>Ordinary Resolution-</b> Declaration of dividend .		
3.	<b>Ordinary Resolution-</b> Appointment of Director in place of Mrs. Anubha Tayal (DIN-00081391) who retire by rotation and being eligible, offers herself for re-appointmen.		
4.	<b>Ordinary Resolution-</b> Appointment of Director in place of Mr. Abhiram Tayal (DIN 00081453) who retire by rotation and being eligible, offers himself for re-appointment.		
5.	<b>Ordinary Resolution-</b> Ratification of Cost Auditors' remuneration.		
6.	<b>Ordinary Resolution-</b> Regularization of appointment of Mr. Neeraj Kumar Jindal having DIN: 00054885 as Director (Non-Executive Non-Independent Director) of the Company.		
7.	<b>Ordinary Resolution-</b> Regularization of appointment of Mr. Pankaj Jindal having DIN: 00049921 as Director (Non-Executive Non-Independent Director) of the Company.		
8.	<b>Special Resolution-</b> Appointment of Mr. Ritesh Mohan Jindal having DIN: 10507554 as Additional Director (Non-Executive Independent Director) of the Company.		
9.	<b>Special Resolution-</b> Appointment of Mr. Parduman Kumar Sandhir having DIN: 10554370 as Additional Director (Non-Executive Independent Director) of the Company.		
10.	<b>Special Resolution-</b> Appointment of Mr. Rajender Kumar Leekha having DIN: 03597751 as Additional Director (Non-Executive Independent Director) of the Company.		
11.	<b>Special Resolution-</b> Appointment of Mr. Sanjay Kumar Jain having DIN: 02817520 as Additional Director (Non-Executive Independent Director) of the Company.		
12.	<b>Special Resolution-</b> Appointment of Mr. Sandeep Garg having DIN: 10666936 as Additional Director (Non-Executive Independent Director) of the Company.		
13.	<b>Special Resolution-</b> Appointment of Mr. Sanjeev Goyal having DIN: 10673693 as Additional Director (Non-Executive Independent Director) of the Company.		

Signed this.....day of..... 2024

Affix  
Revenue  
Stamp  
Re. 1/-

.....  
(Signature of Proxy holder)

.....  
(Signature of Shareholder)

**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.

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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: info@hisarmetal.com; Website: www.hisarmetal.com

**CIN: L74899HR1990PLC030937**

**ATTENDANCE SLIP**

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

I/We, hereby record my/our presence at the 34th Annual General Meeting of the Company to be held on Friday, September 20, 2024 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 held .....Folio No. ....

\_\_\_\_\_  
\*(Strike out whichever is not applicable)

\_\_\_\_\_  
(Signature of the Shareholder/Proxy)