

**NOTICE**

**Notice** is hereby given that the Twenty Eighth **Annual General Meeting (AGM)** of **Hisar Metal Industries Limited** will be held on Thursday, **September 27, 2018 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, 2018, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Re. 1/- per share as recommended by the Board of Directors.
3. To appoint a Director in place of Mrs. Anubha Tayal (DIN-00081391), who retires by rotation and being eligible, offers herself for re-appointment.

**Special Business:**

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

“**RESOLVED** that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 50,000 (Rupees fifty thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s. Naveen Gupta & Co., Cost Accountants (Firm Registration No. 100920), Cost Auditors of the Company, for the financial year 2018-19 be and is hereby ratified.”

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

“**RESOLVED** that pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in partial modification of the resolution passed at the Annual General Meeting held on September 24, 2014, and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for the revision in remuneration and perquisites/benefits of Mr. Abhiram Tayal Managing Director of the Company (DIN: 00081453) from January 1, 2018 for the remainder of duration of appointment upto February 13, 2020 as specified herein-below, as follows:

- a) **Salary:** Rs. 1,25,000/- per month (existing Rs. 50000/- per month ) for one year i.e from January 1, 2018 to December 31, 2018.  
: Rs. 1,50,000/- per month for remaining part of tenure i.e. from January 1,2019 to February 13, 2020
- b) **Perquisites:** In addition to the salary Mr. Abhiram Tayal will be entitled to following perquisites during the currency of his tenure:
  - i. **Medical reimbursement:** Reimbursement of expenses incurred for self and family subject to a ceiling of one month’s salary in a year or three month’s salary over a period of three years.

- ii. **Leave travel concession:** Leave travel concession for self and family once in a year not exceeding two month's salary.
- iii. **Club fees:** Fees of clubs subject to two clubs provided that no life membership or admission fees will be paid.
- iv. Telephone and other necessary communication facilities at the residence for Company's business shall be provided by the Company.
- v. Car facilities with driver for business purpose of the Company.
- vi. Contribution to provident fund and superannuation fund as per rules of the Company to the extent said amount is not taxable under the Income Tax Act, 1961.
- vii. Gratuity payable shall not exceed half- month's salary for each completed year of service.
- viii. Encashment of earned leave at the time of retirement/superannuation in accordance with the rules of the Company.

**RESOLVED FURTHER** that no sitting fees will be paid to Mr. Abhiram Tayal for attending meetings of the Board of Directors or any Committee thereof.

**RESOLVED FURTHER** that in the event of absence or inadequacy of profits in any financial year during the currency of the tenure of Mr. Abhiram Tayal as Managing Director of the Company aforesaid remuneration will be paid to him as minimum remuneration subject to the provisions of Schedule V of the Act and receipt of the requisite approvals, if any.

**RESOLVED FURTHER** that Mr. Abhiram Tayal shall perform such duties as shall be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

**RESOLVED FURTHER** that Mr. Abhiram Tayal, Managing Director and/or Mr. Vishesh Kumar Chugh, Company Secretary of the Company be and are hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution.”

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

“**RESOLVED** that pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in partial modification of the resolution passed at the Annual General Meeting held on September 27, 2017, and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for the revision in remuneration and perquisites/benefits of Mr. Karan Dev Tayal Whole Time Director of the Company (DIN: 00181214) from January 1, 2018 for the remainder of duration of appointment upto February 13, 2020 as specified herein-below, as follows:

- a) **Salary:** Rs. 1,25,000/- per month (existing Rs. 75000/- per month ) for one year i.e from January 1, 2018 to December 31, 2018.  
: Rs. 1,50,000/- per month for remaining part of tenure i.e. from January 1,2019 to February 13, 2020
- a) **Perquisites:** In addition to the salary Mr. Karan Dev Tayal will be entitled to following perquisites during the currency of his tenure:

- i) **Medical reimbursement:** Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- ii) **Leave travel concession:** Leave travel concession for self and family once in a year not exceeding two month's salary.
- iii) **Club fees:** Fees of clubs subject to two clubs provided that no life membership or admission fees will be paid.
- iv) Telephone and other necessary communication facilities at the residence for Company's business shall be provided by the Company.
- v) Car facilities with driver for business purpose of the Company.
- vi) Contribution to provident fund and superannuation fund as per rules of the Company to the extent said amount is not taxable under the Income Tax Act, 1961.
- vii) Gratuity payable shall not exceed half- month's salary for each completed year of service.
- viii) Encashment of earned leave at the time of retirement/superannuation in accordance with the rules of the Company.

**RESOLVED FURTHER** that no sitting fees will be paid to Mr. Karan Dev Tayal for attending meetings of the Board of Directors or any Committee thereof.

**RESOLVED FURTHER** that in the event of absence or inadequacy of profits in any financial year during the currency of the tenure of Mr. Karan Dev Tayal as Whole-time Director of the Company aforesaid remuneration will be paid to him as minimum remuneration subject to the provisions of Schedule V of the Act and receipt of the requisite approvals, if any.

**RESOLVED FURTHER** that Mr. Karan Dev Tayal shall perform such duties as shall be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

**RESOLVED FURTHER** that Mr. Abhiram Tayal, Managing Director and/or Mr. Vishesh Kumar Chugh, Company Secretary of the Company be and are hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution.”

**Hisar, August 11, 2018**  
**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. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
4. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at-least three days in advance.
5. Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. Members are advised to nominate a person in respect of all the shares held by them.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA/Company, for consolidation into a single folio.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The statement as per Section 102(1) of the Companies Act, 2013 with respect to the special businesses in this Notice is annexed herein-below.
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
13. The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2018 to September 27, 2018 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2018 and for the AGM.
14. Subject to the provisions of the Companies Act, 2013 dividend of 10% (Re. 1/- per share) for the financial year ended on March 31, 2018 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 16, 2018.
15. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during business hours on working days up to the date of the AGM.
16. Pursuant to Section 124 of the Companies Act, 2013 any amount of dividend that remains unpaid / unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, is required to be transferred to the Investor Education and Protection Fund of the Central

Government (IEPF). The Company has transferred the amount of dividends declared up to financial years 2009-10 from time to time, to the IEPF. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2017 on the website of the Company (<http://www.hisarmetal.com>). Members are requested to write to the Company Secretary to claim unpaid dividend.

17. 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 24220 shares have been transferred to IEPF authority. The details are available on the website of the Company (<http://www.hisarmetal.com>)
18. 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, Ist Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020, Tel.: +91 (11) 64732681 to 88, Fax: +91 (11) 26812682, Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)
19. Members holding shares in physical form are requested to dematerialize their shares for their own convenience.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Registrar and Share Transfer Agent or the Company.
21. 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.
22. The Notice of the AGM alongwith the Annual Report 2017-18 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 2017-18 will also be available on the Company’s website: <http://www.hisarmetal.com>.
23. Instructions and other information relating to remote e-voting are as under:
  - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (‘remote e-voting’).
  - II. The facility for voting through ballot paper system shall also be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through above voting system.

- III. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- IV. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Agency to provide e-voting facility.
- V. The Board of Directors has appointed Mr. Sanjeev Jain, Practising Chartered Accountant (Membership No 500771), as Scrutinizer to scrutinise the remote e-voting and voting through ballot paper at the meeting in a fair and transparent manner.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 20, 2018 only shall be entitled to avail the facility of remote e-voting or voting by ballot paper at the meeting.
- VII. You can also update your mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 20, 2018.
- IX. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 20, 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.
- X. The remote e-voting period commences on September 24, 2018 (9:00 am) and ends on September 26, 2018 (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 20, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- XI. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the meeting, make a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company <http://www.hisarmetal.com> and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- XII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. September 27, 2018.
- XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.

XIV. The process and manner for remote e-voting are as under:

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

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

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

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

**Details on Step 1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjeevacs@gmail.com](mailto:sanjeevacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](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.: 1800-222-990 or send a request to [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in)

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

**Item: 4**

The Board of Directors (Board) in its meeting held on August 11, 2018 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 2018-19 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 2018-19.

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

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

**Item No. 5**

Mr. Abhiram Tayal was re-appointed by the shareholders as Managing Director with effect from February 14, 2015 for 5 years in their Annual General Meeting held on September 24, 2014. Considering the role and the important contributions made by Mr. Abhiram Tayal over the last 37 years in various capacity for the growth of the Company and also taking into account similar sized industries in India, the Nomination and Remuneration Committee, in its meeting held on November 14, 2017 has recommended and the Board of Directors, in its meeting held on November 14, 2017, has approved the revision of remuneration and perquisites/benefits of Mr. Abhiram Tayal (holding DIN 00081453), Managing Director of the Company with effect from January 1, 2018, for remainder of duration of appointment upto February 13, 2020 subject to the approval of the shareholders.

Disclosure as required Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

With his vast experience in steel sector, the Board of Directors considered its desirable to approve the revision in remuneration payable to him for his current tenure of appointment as Managing Director.

Mr. Abhiram Tayal is Independent Director in M/s Jindal Law Ltd. and does not hold any membership of committees in any other Company. Further he is a shareholder of the Company and holds 3,53,130 shares in the Company.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution.

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

Sr. No.	Name	Description	Relation
1.	Mrs. Anubha Tayal	Non-executive Director	Wife
2.	Mr. Karan Dev Tayal	Whole Time Director	Son
3.	Mr. Rahul Dev Tayal	Shareholder holding 2.17% share capital of the Company	Brother
4.	Ms. Kanika Tayal	Shareholder holding 2.10% share capital of the Company	Daughter

The resolution read with explanatory statement should be considered as written memorandum, as required under the provisions of Section 190 of the Companies Act, 2013, setting out the terms of employment of Mr. Abhiram Tayal as Managing Director of the Company.

#### **Item No. 6**

Mr. Karan Dev Tayal was appointed by the shareholders as Whole Time Director with effect from February 13, 2017 for 3 years in their Annual General Meeting held on 27<sup>th</sup> September , 2017. Considering the important contributions made by Mr. Karan Dev Tayal over the last 9 years in overall growth of the Company, the Nomination and Remuneration Committee, in its meeting held on November 14, 2017 recommended and the Board of Directors, in its meeting held on November 14, 2017, , has approved the revision of remuneration and perquisites/benefits of Mr. Karan Dev Tayal (holding DIN 00181214), Whole Time Director of the Company with effect from January 1, 2018, for remainder of duration of appointment upto February 13, 2020 subject to the approval of the shareholders.

Disclosure as required Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

With his vast experience in various fields, the Board of Directors considered its desirable to approve the revision in remuneration payable to him for his current tenure of appointment as Whole Time Director.

Mr. Karan Dev Tayal is Director in M/s Ariansh Infotech Private Limited & Amtrex Trading Company Pvt. Ltd. and does not hold membership of any committees. Further he does not hold any share of the Company.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution.

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

Sr. No.	Name	Description	Relation
1.	Mrs. Anubha Tayal	Non-executive Director	Mother
2.	Mr. Abhiram Tayal	Managing Director	Father
3.	Ms. Kanika Tayal	Shareholder holding 2.10% share capital of the Company	Sister

The resolution read with explanatory statement should be considered as written memorandum, as required under the provisions of Section 190 of the Companies Act, 2013, setting out the terms of employment of Mr. Karan Dev Tayal as Whole-time Director of the Company.

**The statement containing additional information as required in schedule V of the Companies Act, 2013.**

**I. GENERAL INFORMATION:**

**1) Nature of Industry**

Steel: The Company is engaged in the Manufacture and sale of stainless steel strips, tubes and pipes etc.

**2) Date of commencement of commercial production**

N.A. since the Company has already commenced its business activities

**3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable

**4) Financial performance based on given indicators**

(Rs. In lakhs)

Particulars	2017-18	2016-17	2015-16
Total Income	23488.33	18074.07	19737.32
Profit before depreciation and tax	913.07	564.92	240.65
Depreciation	184.34	181.57	170.01
Profit before tax	728.73	383.35	70.64
Tax Expense	232.33	119.59	31.88
Profit after tax	496.40	263.76	38.76
Equity capital (face value Rs. 10/-)	540.00	540.00	360.00
Earnings per share (Rs.)	9.20	4.89	1.08

**5) Foreign investments or collaborators, if any:**

The Company did not have any foreign investment or collaboration.

**II. Information About Managing Director & Whole Time Director:**

**1) Background Details**

Mr. Abhiram Tayal Aged 64 years, is a Graduate from Punjab University, Chandigarh, with wide and varied experience in business and the Steel Industry.	Mr. Karan Dev Tayal Aged 38 years is a M. Tech (Computer Science) with wide and varied experience in the Information Technology and Steel Industry.
---	--

**2) Past Remuneration**

(Rs. In lakhs)

<b>Financial Year</b>	<b>Mr. Abhiram Tayal</b>	<b>Mr. Karan Dev Tayal</b>
2017-18	8.47	10.72
2016-17	6.22	NIL
2015-16	6.22	NIL
2014-15	6.17	NIL

**3) Recognition or Awards**

Mr Abhiram Tayal and Mr Karan Dev Tayal are well recognized for their leadership, visionary, and entrepreneur skills in managing business activities and have been efficiently managing overall affairs of the Company.

**4) Job Profile and his Suitability**

Mr. Abhiram Tayal was inducted in 1990 as a member of the Board and become Managing Director of the Company with effect from February 14, 1995. He has an extremely rich experience in the steel industry. Mr. Abhiram Tayal is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of business; providing strategic direction to the two business units of the Company; review of product portfolio and continual introduction of new products; enhancement of manufacturing efficiencies and rationalization of costs. The Company has registered an incredible growth under his leadership.

Mr. Karan Dev Tayal was inducted on October 03, 2008 as a member of the Board. He has worked with Citi Group as AVP- Future and Options for a period of over 5 years and thereafter set-up his own Company M/s Ariansh Infotech Private Limited, which provides IT solutions. His vast experience in business and interest in technology has guided the Organization in automation of various processes involved in the operations.

Considering the role and the important contributions made by Mr. Abhiram Tayal and Mr. Karan Dev Tayal over the period of time in varied capacities for the growth of the Company, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the steel industry.

**5) Remuneration Proposed:**

The remuneration proposed is detailed in the resolution.

**6) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person**

The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.

**7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.**

Apart from their remuneration in the capacity of Managing Director and Whole-time Director, Mr. Abhiram Tayal and Mr. Karan Dev Tayal, have also provided unsecured loan (Outstanding as

on 31-03-3018 ) of Rs. 67.25 lacs and Rs. 50 lacs respectively to the Company @ 12% p.a. Mr. Abhiram Tayal also holds 3,53,130 shares in the Company.

Further Mrs. Anubha Tayal, Non-Executive Director of the Company has also provided unsecured loan (Outstanding as on 31-03-3018 ) of Rs. 30.25 lacs to the Company @ 12 % p.a.

**III. OTHER INFORMATION:**

**1) Reasons of loss or inadequate profits**

- Competition;
- Pressure on pricing;
- High Interest rates.

**2) Steps taken or proposed to be taken for improvement**

- To launch new products ;
- Reduce break-even;
- Enhance performance ethics;
- Leadership and outsourcing;
- Specialisation.

**3) Expected increase in productivity and profit in measurable terms.**

The above steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

**IV. DISCLOSURES:**

- 1) The remuneration package of all the managerial persons are given in the respective resolutions.
- 2) The disclosures as required on all elements of remuneration, service contract details, etc. are mentioned elsewhere in resolution forming part of the notice and in the Corporate Governance Report section of Annual Report.

**Hisar, August 11, 2018**  
**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**

**HISAR METAL INDUSTRIES LIMITED**

REGISTERD OFFICE: NEAR INDUSTRIAL DEVELOPMENT COLONY  
DELHI ROAD, HISAR – 125005, HARYANA, INDIA  
Ph: 01662-220067, 220367, 220738 Fax: 011- 43851119  
E-mail: info@hisarmetal.com Website: www.hisarmetal.com

CIN: L74899HR1990PLC030937

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_  
Registered Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Folio No. / Client ID: \_\_\_\_\_  
DP ID: \_\_\_\_\_

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

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

Or failing him/her

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

Or failing him/her

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me /us and my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 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:

Sr. No.	Resolutions to be passed in the meeting	For	Against
1.	Adoption of Audited Financial Statement for the year ended 31st March 2018 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Declaration of dividend		
3.	Appointment of Director in place of Mrs. Anubha Tayal, who retires by rotation and being eligible, offer herself for re-appointment.		
4.	Ratification of Cost Auditors' remuneration.		
5.	Increase in Remuneration of Sh Abhiram Tayal, Managing Director of the company		
6.	Increase in Remuneration of Mr. Karan Dev Tayal Whole-time Director of the company		

Signed this ..... day of ..... 2018

.....  
(Signature of Proxy holder)

.....  
(Signature of Shareholder)

Affix Revenue Stamp Re. 1/-
--------------------------------------

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**



**HISAR METAL INDUSTRIES LIMITED**

REGISTERD OFFICE: NEAR INDUSTRIAL DEVELOPMENT COLONY  
 DELHI ROAD, HISAR – 125005, HARYANA, INDIA  
 Ph: 01662-220067, 220367, 220738 Fax: 011- 43851119  
 E-mail: info@hisarmetal.com Website: www.hisarmetal.com

**CIN: L74899HR1990PLC030937**

**ATTENDANCE SLIP**

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

I/We, hereby record my/our presence at the 28<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, September 27, 2018 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)



