

HISAR
METAL

**TWENTY SIXTH
ANNUAL REPORT
2015-2016**

HISAR METAL INDUSTRIES LTD.
CIN : L74899HR1990PLC030937

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Mr. Pardeep Nandal

CHIEF FINANCIAL OFFICER

Mr. R.S.Bansal

STATUTORY AUDITORS

Ram Sanjay & Co.
Chartered Accountants
95-97, Green Square Market,
Hisar-125 001 (Haryana)

BANKERS

Punjab National Bank

REGISTERED & CORPORATE OFFICE

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

CIN: L74899HR1990PLC030937



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NOTICE

Notice is hereby given that the twenty sixth **Annual General Meeting (AGM)** of **Hisar Metal Industries Limited** will be held on Thursday, **July 28, 2016 at 11:00 A.M.** at its Registered Office at **Near Industrial Development Colony, Delhi Road, Hisar-125 005, (Haryana)**, to transact the following businesses:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Re. 1/- per share as recommended by the Board of Directors.
3. To appoint a Director in place of Mr. M.P. Jindal (DIN-00049867), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 24, 2014 the appointment of M/s. Ram Sanjay & Co., Chartered Accountants (Firm Registration No. 021670N), as the Statutory Auditors of the Company to hold office till the conclusion of the twenty seventh AGM to be held in the financial year 2017-18 be and is hereby ratified and that the Board of Directors be and are hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors.”

Special Business:

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

“RESOLVED THAT pursuant to the provisions of 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 service tax as applicable 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 2016-17, be and is hereby ratified.”
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 provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 and all other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be and is hereby removed by completely deleting the clause III (C).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. 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 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the authorized share capital of the Company be and is hereby increased to Rs. 6,00,00,000 (Rupees six crore only) divided into 60,00,000 (sixty lacs only) equity shares of Rs. 10 (Rupees ten only) each, from Rs. 5,00,00,000 (Rupees five crore only) divided into 50,00,000 (fifty lacs only) equity shares of Rs. 10 (Rupees ten only) each, by way of creation of an additional 10,00,000 (ten lacs only) equity shares of Rs. 10 (Rupees ten only) each, aggregating to Rs. 1,00,00,000 (Rupees one crore only) ranking pari passu in all respect with existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :

V. The authorized share capital of the Company is Rs. 6,00,00,000 (Rupees six crore only) divided into 60,00,000 (sixty lacs only) equity shares of Rs. 10 (Rupees ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.10/- (Rupee ten only)

each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 2 (two) existing equity shares held by the Members.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

Hisar, June 24, 2016
Registered Office:
Near I.D.C., Delhi Road
Hisar-125 005
Haryana

By the order of Board of Directors
For Hisar Metal Industries Limited
Sd/-
(Pardeep Nandal)
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy so appointed need not be a member of the Company.**
- The instrument appointing a proxy, duly completed, shall be received not less than 48 hours before the commencement of the meeting at the registered office of the Company in order to make the proxies effective. A person appointed as proxy shall act on behalf of not more than fifty members and holding in the aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 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.
- 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.
- Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
- 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.
- 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.
- Members are advised to nominate a person in respect of all the shares held by them.
- 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.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. The statement as per Section 102(1) of the Companies Act, 2013 with respect to the special businesses in this Notice and details of Directors to be appointed/re-appointed in this meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herein-below.
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
13. The Register of Members and Share Transfer Books of the Company will remain closed from July 07, 2016 to July 08, 2016 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2016 and the AGM.
14. Subject to the provisions of the Companies Act, 2013 dividend of 10% (Rs. 1/- per share) for the financial year ended on March 31, 2016 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 July 06, 2016.
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 205A of the Companies Act, 1956 (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 2007-08 from time to time, to the IEPF. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on January 10, 2016 on the website of the Company (<http://www.hisarmetal.com>). Members are requested to write to the Company Secretary to claim unpaid dividend.
17. Members holding shares in dematerialized form are requested to update the details pertaining to their shareholding such as change of address/name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However the members who hold shares in physical form may write to the Company Secretary or RTA at M/s. Skyline Financial Services Pvt. Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020, Tel.: +91 (11) 64732681 to 88, Fax: +91 (11) 26812682, Email: admin@skylinerta.com
18. Members holding shares in physical form are requested to dematerialize their shares for their own convenience.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Registrar and Share Transfer Agent or the Company.
20. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
21. The Notice of the AGM alongwith the Annual Report 2015-16 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 2015-16 will also be available on the Company's website: <http://www.hisarmetal.com>.
22. Instructions and other information relating to remote e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and 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. Yashlok Dubey, Company Secretary (ACS-39066), as Scrutinizer to scrutinise the remote e-voting and voting through ballot paper at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. July 21, 2016 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. July 21, 2016.
- 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. July 21, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- X. The remote e-voting period commences on July 25, 2016 (9:00 am) and ends on July 27, 2016 (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. July 21, 2016 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 and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <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. July 28, 2016.
- XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- XIV. The process and manner for remote e-voting are as under:
 - A. In case a member receives an email from NSDL [for members whose email addresses are registered with the Company/Depository Participants(s)] :
 - (i) Open PDF file attached with the e-mail. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990
 - (v) If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. (i) as mentioned in A above) or in physical form (as per Sr. No. (i) as mentioned in B below), as the case may be. Click Login.
 - (vi) The password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (viii) Select “EVEN” (E-Voting Event Number) of “Hisar Metal Industries Limited”. Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained. The members can login any number of times during the voting period, till they have voted on all the resolutions.
 - (xii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 - (xiii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Power of Attorney/Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s), who is/are authorized to vote, to the Scrutinizer through e-mail at yashastilo@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice by Post [for members whose email addresses are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) User ID and initial password – These will be sent separately.
 - (ii) Please follow all steps from Sr. No. (ii) to Sl. No. (xiii) as mentioned in (A) above, to cast your vote.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and information under Regulation 36 (3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 about Directors seeking appointment / re-appointment

Item: 3

Mr. M.P. Jindal, aged about 67 years is a Graduate. He has more than 40 years experience as Industrialist and was inducted into the Board of Directors of the Company on February 14, 1995. Mr. M.P. Jindal is Chairman of the Board of Directors of the Company.

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

Mr. M.P. Jindal is Director in M/s Ravindra Tubes Pvt. Ltd. and M/s Jindal Industries Pvt. Ltd. and does not hold membership of committees in any other Company. He is member of one committee namely Nomination and Remuneration Committee but does not chair any committees of the Company. Further he is a shareholder of the Company and holds 107000 shares of the Company.

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

No director, key managerial personnel and their relatives, except Mr. M.P. Jindal, to whom the Resolution relates, are in any way concerned or interested in the Resolution set forth in Item No. 3.

The Board of Directors considers that in view of the background, experience and contribution to the Company of Mr. M.P. Jindal, it would be in the interest of the Company to re-appoint him as a Director of the Company and recommends the Resolution set forth in Item No. 3 for the approval of the Members.

Item: 5

The Board of Directors (Board) in its meeting held on May 28, 2016 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 2016-17 at a remuneration of Rs. 50,000 plus service tax as applicable and reimbursement of actual travel and out of pocket expenses. The appointment and remuneration was made on the recommendation of Audit Committee of the Board. 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 2016-17.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members.

No director, key managerial personnel and their relatives are in any way concerned or interested in the Resolution set forth in Item No. 5.

Item No. 6 and 7

The existing Memorandum of Association and Articles of Association of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing Articles of Association contain references to the specific Sections of the Companies Act, 1956, but some regulations in the existing Articles of Association are no longer in conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013 several regulations of the existing Articles of Association of the Company require alteration or deletions. It is therefore considered expedient to replace the existing Articles of Association with an entirely new set of Articles of Association. The substitution of the existing Articles of Association with the new Articles of Association is proposed to align the Articles of Association of the Company with the provisions of the Companies Act, 2013.

Similarly, in order to comply with the provisions of Sections 4 and other applicable provisions, if any, of the Companies Act, 2013 the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013.

The substitution of the existing Articles of Association with the new Articles of Association and the modification in Memorandum of Association of the Company are subject to the approval of Members in terms of Sections 13 and 14 and other applicable provisions of the Companies Act, 2013 as well as any other applicable statutory and regulatory approvals. Accordingly, the Resolutions set forth in Item Nos. 6 and 7 of the Notice seek the approval of the Members in this regards.

The proposed new draft sets of Memorandum of Association and Articles of Association are being uploaded on the Company's website: <http://www.hisarmetal.com> for information of the Members and also kept available for inspection

during office hours at the registered office of the Company up to the date of the meeting.

No director, key managerial personnel and their relatives are in any way concerned or interested in the Resolutions set forth in Item Nos. 6 and 7.

The Board recommends the Resolutions set forth in Item Nos. 6 and 7 for the approval of the Members.

Item Nos. 8, 9 and 10

To cope-up with the dynamic environment and to ensure empowerment of the Boards to work toward increment of shareholder's wealth by way of Bonus Issue and to provide more liquidity to the Members by way of listing of equity shares of the Company at Nationwide Stock Exchange, at any time in the future, the Board in its meeting held on June 24, 2016 has proposed to capitalize the reserve and surplus or such other accounts as are permissible to be utilized for the purpose and hereby recommends the issue of bonus shares in the ratio of 1:2 {1 (one) equity share for every 2 (two) existing equity shares} held by the Members on the 'record date' to be determined by the Board for this purpose, subject to approval of the Members and such other authorities as may be necessary.

Presently, the authorized share capital of your Company is Rs. 5,00,00,000 (Rupees five crore only) divided into 50,00,000 (fifty lacs only) equity shares of Rs. 10 (Rupees ten only) each. To give effect to the recommendations of Bonus issue of equity shares as provided in the resolution under Item No. 10, and to meet any future requirements, the authorised share capital of the Company needs to be increased from Rs. 5,00,00,000 (Rupees five crore only) divided into 50,00,000 (fifty lacs only) equity shares of Rs. 10 (Rupees ten only) each to Rs. 6,00,00,000 (Rupees six crore only) divided into 60,00,000 (sixty lacs only) equity shares of Rs. 10 (Rupees ten only) each and consequential amendments to the existing Clause V of the Memorandum of Association of the Company.

The Bonus issue of equity shares, increase in the authorized share capital and alteration of the relevant clause of the Memorandum of Association of the Company are subject to the approval of Members in terms of Sections 13, 61 and 63 and other applicable provisions of the Companies Act, 2013 as well as any other applicable statutory and regulatory approvals.

Accordingly, the Resolutions set forth in Item Nos. 8, 9 and 10 of the Notice seek the approval of Members for capitalization of the amount standing to the credit of securities premium account / free reserve and issue of bonus shares on the terms and conditions set out in the Resolution No. 10, and also seek the approval of Members for consequential amendments to the relevant Clause of the Memorandum of Association of the Company.

No director, key managerial personnel and their relatives are in any way concerned or interested in the Resolutions set forth in Item Nos. 8, 9 and 10 of the Notice except to the extent of their shareholding in the Company.

The Board recommends the Resolutions set forth in Item Nos. 8, 9 and 10 for the approval of the Members.

Hisar, June 24, 2016**Registered Office:**

Near I.D.C., Delhi Road

Hisar-125 005

Haryana

**By the order of Board of Directors
For Hisar Metal Industries Limited****Sd/-
(Pardeep Nandal)
Company Secretary**