



**TWENTY SEVENTH
ANNUAL REPORT
2016-2017**

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 (Whole-time Director)
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

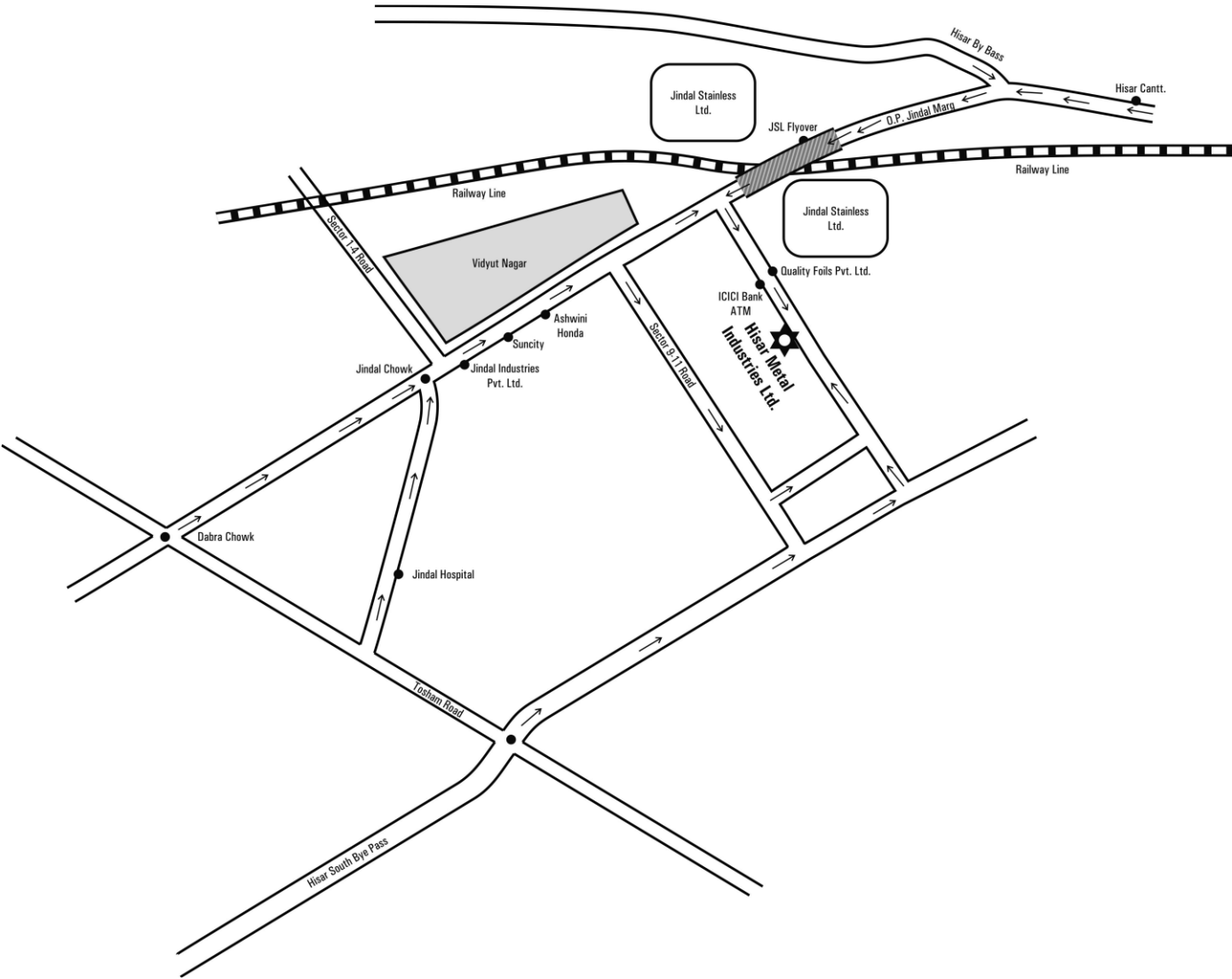
Near I.D.C., Delhi Road
Hisar-125 005
Haryana

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Route map to the venue of the AGM



BOOK POST

If undelivered please return to :

HISAR METAL INDUSTRIES LIMITED

Near Industrial Development Colony

Delhi Road, Hisar-125 005.

(Haryana), INDIA

NOTICE

Notice is hereby given that the twenty seventh **Annual General Meeting (AGM)** of **Hisar Metal Industries Limited** will be held on **Wednesday, September 27, 2017 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, 2017, 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. Karan Dev Tayal (DIN-00181214), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint 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 the provisions of Section 139, 142 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), and pursuant to the recommendations of the Audit Committee, M/s. Arun Naresh & Co., Chartered Accountants (Firm Registration No. 07127N), be and are hereby appointed as the statutory auditors of the Company, in place of the retiring auditors M/s. Ram Sanjay & Co., Chartered Accountants, to hold office from conclusion of this 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting, subject to ratification of appointment at every Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

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 2017-18 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 recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197 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 subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Karan Dev Tayal (DIN-00181214), as Whole-time Director of the Company; being liable to retire by rotation; for a period of three years with effect from February 14, 2017 to February 13, 2020 on the terms and conditions as specified herein-below, as follows:

a) Salary: Rs. 75,000/- per month.

b) 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, Whole-time Director on reappointment as a director liable to retire by rotation, shall continue to hold his office of Whole-time Director and the reappointment as such director shall not be deemed to constitute a break in his office of Whole-time Director.

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 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."

Hisar, August 11, 2017
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.**
2. The instrument appointing a proxy, duly completed, shall be received not less than 48 hours before the commencement of the meeting at the registered office of the Company in order to make the proxies effective. A person appointed as proxy shall act on behalf of not more than fifty members and holding in the aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
4. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at-least three days in advance.
5. Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. Members are advised to nominate a person in respect of all the shares held by them.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA/Company, for consolidation into a single folio.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The statement as per Section 102(1) of the Companies Act, 2013 with respect to the special businesses in this Notice and details of Directors to be appointed/re-appointed in this meeting as required under 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. 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 16, 2017 to September 27, 2017 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2017 and 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, 2017 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 15, 2017.
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 2008-09 from time to time, to the IEPF. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on November 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. 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.
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
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 2016-17 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 2016-17 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. Mohit K. Dixit, (ACS-49021), partner of M/s VKC & Associates, Practising Company Secretary, 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, 2017 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, 2017.
- 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, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- X. The remote e-voting period commences on September 24, 2017 (9:00 am) and ends on September 26, 2017 (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, 2017 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, 2017.
- 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 e-mail from NSDL [for members whose e-mail addresses are registered with the Company/Depository Participants(s)] :
- (i) Open PDF file attached with the e-mail using your Client ID or Folio No. as password. 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 pcs@vkcindia.com with a copy marked to evoting@nsdl.co.in and pnandal@hisarmetal.com.
- B. In case a member receives physical copy of the Notice by Post [for members whose e-mail 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 Obligations and Disclosure Requirements) Regulations, 2015 about Directors seeking appointment / re-appointment

Item: 4

As per the provisions of Companies Act, 2013 read with rules issued thereunder, no listed Company shall appoint an audit firm as auditor for more than two consecutive terms of five years and an audit firm which has completed its term shall not be eligible for reappointment as auditor in the same Company.

Every listed Company existing on or before the commencement of Companies Act, 2013 (i.e. 01st April, 2014) shall comply with the provisions of Companies Act, 2013 within three years. Accordingly, the term of the existing statutory auditors M/s. Ram Sanjay & Co., Chartered Accountants, is coming to end. The Board of Directors on recommendation of the Audit Committee of the Company have recommended appointment of M/s. Arun Naresh & Co., Chartered Accountants, as the statutory auditors of the Company in place of M/s. Ram Sanjay & Co., Chartered Accountants, existing statutory auditors of the Company, to hold Office from the conclusion of the 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting, subject to ratification of appointment at every Annual General Meeting.

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.