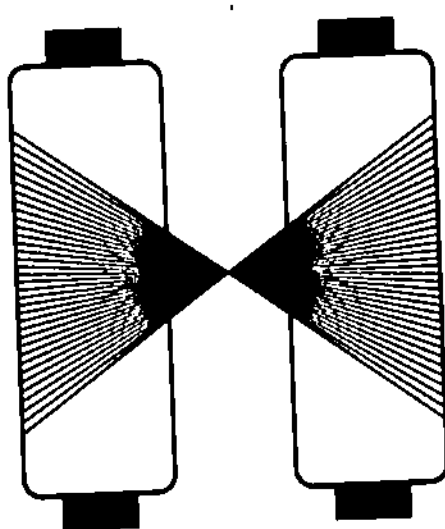


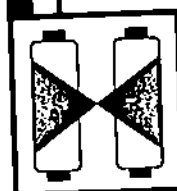
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ANNUAL REPORT

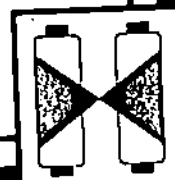
2018-2019



H S M L



HISAR SPINNING MILLS LIMITED



BOARD OF DIRECTORS

Mr. Anurag Gupta
Managing Director
DIN : 00192888

Mr. Mithlesh Kumar Gupta
Independent Director
DIN : 07692870

Mr. Sandeep Suri
Independent Director
DIN : 07693480

Mr. Sudesh Kumar Garg
Independent Director
DIN : 07692820

Mr. Nikhil Goel
Non Executive Director
DIN : 01741446

Mrs. Sapna Kansal
Executive Director
DIN : 06892410

AUDIT COMMITTEE

Mr. Mithlesh Kumar Gupta
Chairman

Mr. Sudesh Kumar Garg
Member

Mr. Anurag Gupta
Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Sudesh Kumar Garg
Chairman

Mr. Mithlesh Kumar Gupta
Member

Mr. Nikhil Goel
Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mrs. Sapna Kansal
Member

Mr. Anurag Gupta
Member

Mr. Nikhil Goel
Chairman

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Mrs. Nikita Singla
(Appointed w.e.f. 01.02.2019)

Mr. Verinder Kamal Sood
(Resigned w.e.f. 31.01.2019)

Ms. Manmeet Kaur Sihota
(Resigned w.e.f. 11.06.2018)

CHIEF FINANCIAL OFFICER

Mr. Sharad Goel

AUDITORS

M/s Romesh K. Aggarwal & Associates
Chartered Accountant
GT Road, Miller Ganj,
Ludhiana - 141003

BANKERS

Punjab National Bank
Main Branch, Hisar 125001

REGD. OFFICE & WORKS

9th KM Stone, Hisar Bhiwani Road, V.P.O Dabra (Hisar), Haryana -125005

TWENTY SIXTH ANNUAL GENERAL MEETING

30th day of September, 2019 i.e. Monday at 10.00 A.M. at the Registered Office of the Company at
9th KM Stone, Hisar Bhiwani Road, V.P.O. Dabra (Hisar), Haryana -125005



HISAR SPINNING MILLS LIMITED

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Shareholders of the company will be held on Monday, the 30th day of September, 2019 at 10:00 A.M. at the Registered Office of the Company at 9th, KM Stone, Hisar Bhiwani Road, VPO Dabra, Hisar to transact the following business-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance sheet as at March 31, 2019 and the Profit & Loss Account for the year ended on that date together with the Reports of Auditors' and Directors' thereon.
2. To appoint a director in place of Mr. Nikhil Goel (DIN 01741446), Director who retires by rotation and is eligible for re-appointment.

For and on behalf of the Board

Sd/-
(Anurag Gupta)
Managing Director

Place: Chandigarh
Date: 06.09.2019
Regd. Office:
9th, KM Stone, Hisar Bhiwani Road, VPO Dabra, Hisar

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of Members and Share Transfer Books of the Company shall remain closed from 25th day of September, 2019 to 30th day of September, 2019 (both days inclusive).
4. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Limited Companies or societies etc. must be supported by appropriate resolutions/authority, as applicable.
5. In case of joint holders attending the Meeting, the joint holder who is higher in order of names under a given Folio/DPID-Client (in respect of dematerialized shares) will be entitled to vote.
6. Members/Proxies are requested to bring their copy of this Notice along with duly filled admission slip for attending the meeting.
7. Members holding shares in physical form are requested to notify their e-mail id & change in address, if any, to the Company at its Registered Office or to the Registrar & Transfer Agents-M/s Indus Portfolio Private Limited, G-65, Bali Nagar, New Delhi-110015.
8. Members holding shares in electronic form are requested to notify change in their e-mail id & address, if any, to their Depository Participant.
9. Pursuant to provisions of the Companies Act, 2013 read with the Rules framed there under, the company may send notice of general meeting and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the company.



10. Electronic copy of the Notice of general meeting of the company is being sent to all the members whose email ids are registered with the company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies are being sent by the permitted mode.

11. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the provisions of Listing Agreement with Stock Exchanges, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening Annual General Meeting to be held on Monday, the 30th day of September, 2019 at 10:00 A.M. at the registered office of the company at 9th, KM Stone, Hisar Bhiwani Road, VPO Dabra, Hisar. The Company has engaged the services of CDSL to provide the e-voting facility.

12. The instructions for members for E-Voting are as under:

- (i) The voting period begins on Friday, the 27th day of September, 2019 at 9.00 A.M. and ends on Sunday, the 29th day of September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, the 23rd day of September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

HISAR SPINNING MILLS LIMITED



(xi) Click on the EVSN for the relevant Company, i.e. Hisar Spinning Mills Limited on which you choose to vote. (EVSN 180822053).

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) Since, the Company is required to provide the members facility to exercise their vote by electronic means, shareholders of the company, holding shares either in physical form or dematerialized form as on the cut off date i.e. Monday, the 23rd day of September, 2019 and not casting their vote electronically, may also cast their vote at the Annual General Meeting.

(xxi) The members who have cast their vote by e-voting prior to the Annual General Meeting, may also attend the meeting but shall not be entitled to cast their vote again.

(xxii) Mr. Sanjiv Kumar Goel, Company Secretary in practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair & transparent manner.

(xxiii) The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company and make, not later than 3 days from the conclusion of the meeting, a Consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

Item No. 2

A brief profile of the Non Executive Director:

Mr. Nikhil Goel (Din: 01741446) who is retiring by rotation, is eligible for appointment.

Age: 38 years as on 31.03.2019.

Qualification: Graduate.

Experience: Has been associated as director of a manufacturing company. He has rich experience of manufacturing & financing activities.

Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid: Appointed as an additional director w.e.f. December 29, 2016, then appointed a director liable to retire by rotation in the annual general meeting held on September 28, 2017. He shall retire by rotation at the forthcoming AGM and is eligible for re-appointment.

Remuneration last drawn by such person: Nil

Date of first appointment on the Board: 29.12.2016

Shareholding in the company: 160400 Equity Shares.

Relationship with other Directors, Manager and other Key Managerial Personnel of the company: No relationship.

Number of Meetings of the Board attended during the year: 5

Other Directorships: Avon Meters Private Limited

Membership/ Chairmanship of Committees of other Boards: Nil

Nature of interest of Directors: None of the Directors except Mr. Nikhil Goel himself, is interested in the proposed resolution.

Place: Chandigarh
Date: 06.09.2019
Regd. Office:
9th, KM Stone, Hisar Bhiwani Road, VPO Dabra, Hisar

For and on behalf of the Board

Sd/-
(Anurag Gupta)
Managing Director



HISAR SPINNING MILLS LIMITED

Form no. MGT-11

Proxy Form

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

CIN : L17112HR1992PLC031621
Name of the Company : Hisar Spinning Mills Limited
Registered office : 9th, KM Stone, Hisar Bhiwani Road, VPO Dabra, Hisar

I/ We, being the member (s) of Shares of the above named company, hereby appoint

Name:
Address:
Email ID:
Signature:....., or failing him

Name:
Address:
Email ID:
Signature:....., or failing him

Name:
Address:
Email ID:
Signature:.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 10:00 A.M. at 9th, KM Stone, Hisar Bhiwani Road, VPO Dabra, Hisar and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	RESOLUTIONS
1	Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors
2	Re- appointment of Mr. Nikhil Goel, retiring by rotation at the AGM.

Signed this day of September, 2019

Signature of Shareholder:

Signature of Proxy Holder (s):

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 SPINNING MILLS LIMITED

Registered Office: 9th, KM Stone, Hisar Bhiwani
Road, VPO Dabra, Hisar-125005
Tel: 01662-260397, Tel/Fax:-91-1662-260397
E-mail: hsml2000@rediffmail.com
Website: www.hisarspinningmills.com
CIN: L17112HR1992PLC031621

ATTENDANCE SLIP

Attendance Slip for 27th Annual General Meeting
(to be handed over at the Registration Counter)

Folio No. : _____
No. of share(s) held : _____

DP ID : _____
Client ID : _____

Full Name of the member / proxy attending the meeting

(First Name)

(Second Name)

(Surname)

I/We hereby record my/our presence at the 27th Annual General Meeting of the company at 9th, KM Stone, Hisar Bhiwani Road, VPO Dabra, Hisar on 30th day of September, 2019 at 10:00 A.M.

Signature of the Member/Proxy present

Note: The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued. Hence, persons attending the Meeting are requested to bring their copies of the Annual Report with them.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING.

Registered Office: 9th, KM Stone, Hisar Bhiwani
Road, VPO Dabra, Hisar-125005
Tel: 01662-260397, Tel/Fax:-91-1662-260397
Website: www.hisarspinningmills.com
CIN: L17112HR1992PLC031621

Dear Sir,
Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the company is pleased to provide remote e-voting facility to the members to cast their votes electronically on all the resolutions set forth in the Notice convening the 27th Annual General Meeting to be held on Monday, 30th day of September, 2019 at 10:00 A.M. The company has engaged the Central Depository Services Limited (CDSL) to provide the remote e-voting facility:

HISAR SPINNING MILLS LIMITED

Your electronic voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
190822053		

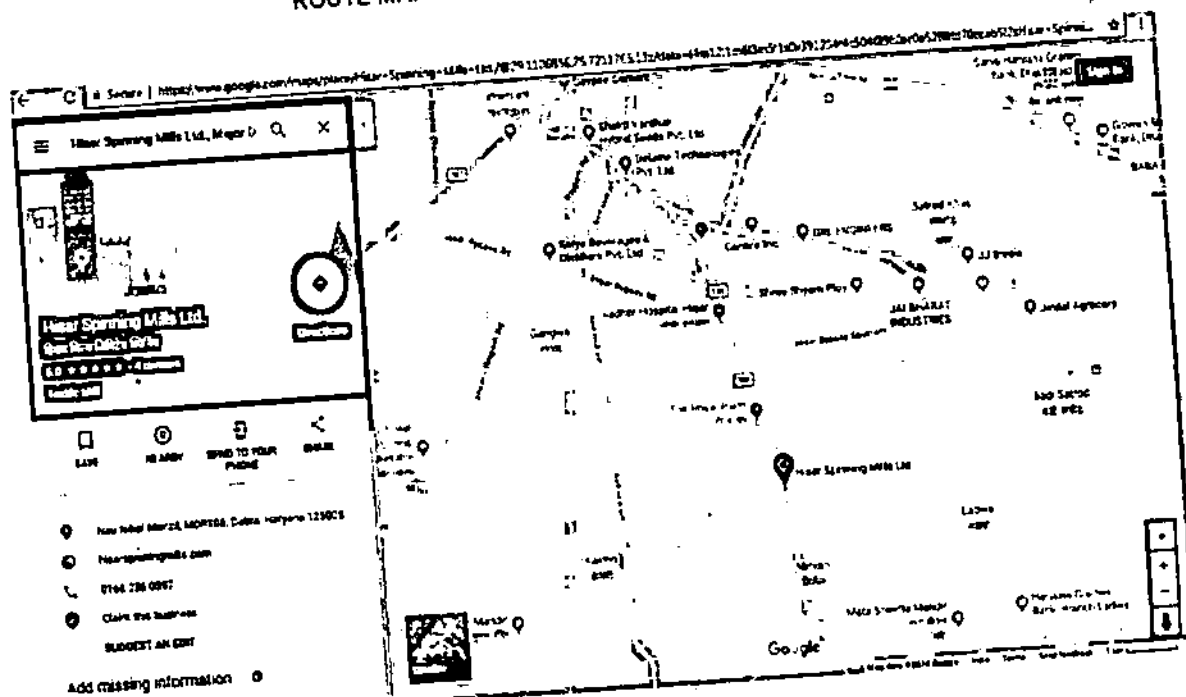
The remote e-voting facility will be available during the voting period as indicate herein below:

Commencement of remote e-voting period	End of remote e-voting period
From 9.00 A.M. IST on Friday, 27 th September, 2019	Till 5.00 P.M. IST on Sunday, 29 th September, 2019

Notes:

1. Please read the instructions printed overleaf before exercising your vote.
2. These details and instructions form an integral part of the Notice for the 27th Annual General Meeting to be held on 30th day of September, 2019.
3. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date of Monday, 23rd September, 2019, being the record date for the purpose of voting.

ROUTE MAP TO HISAR SPINNING MILLS LIMITED.





Director's Report

Dear Shareholders,

Your Directors have pleasure in presenting the 27th Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31st March, 2019.

Financial Highlights	(Rs. in Lakhs)	
	Year ended 31.03.2019	Year ended 31.03.2018
Total income	3073.69	2889.35
Profit before Financial Cost, Depreciation, Exceptional items and Tax	494.58	434.81
Finance cost	51.92	61.45
Profit before Depreciation, Exceptional items and Tax	442.66	373.36
Depreciation	124.65	187.77
Profit before exceptional items and tax	318.01	185.59
Exceptional items	0.00	0.00
Profit before tax	318.01	185.59
Less : Tax Expenses		
-Current tax		
-Deferred tax	90.94	82.08
Profit after tax	0.29	-37.59
Other Comprehensive Income	226.78	141.10
A (i) Items that will not be reclassified to profit or loss		
(a) Re-measurement of the defined benefit plans	0.37	0.26
(ii) Income tax relating to items that will not be reclassified to profit or loss	-0.10	-0.07
Total Other Comprehensive Income for the period	0.27	0.19
Total Comprehensive Income for the period	227.05	141.29
Earnings per equity share: (Nominal value of equity share – Rs. 10/-)		
Basic (Rs.)		
Diluted (Rs.)	6.07	3.78
	6.07	3.78

OPERATIONAL & PERFORMANCE REVIEW

During the year under review, the gross receipts of your Company were Rs. 3073.69 Lakhs as against gross receipts of Rs. 2889.35 Lakhs during the previous year showing an increase of 6.38% over previous year and profit (after tax) was Rs. 226.78 Lakhs for the year as against net profit (after tax) of Rs. 141.10 Lakhs during previous year showing an increase of 60.72%.

SUBSIDIARY COMPANY

During the year ended 31st March, 2019, the Company did not have any subsidiary company.

DEPOSITS

The Company has not accepted or renewed any deposit from the public during the year under review pursuant to the provisions of Companies Act, 2013 and rules made there under.