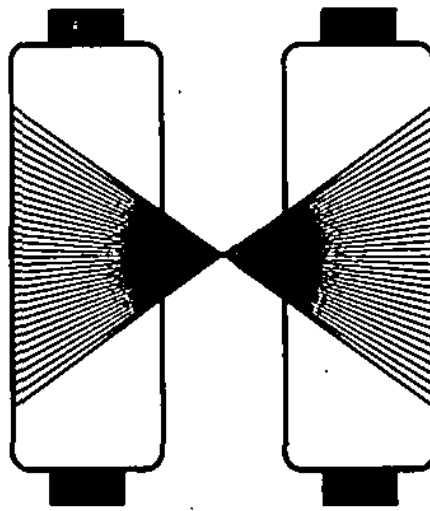




29th

ANNUAL REPORT

2020-2021



HSML



HISAR SPINNING MILLS LIMITED



BOARD OF DIRECTORS

Mr. Mithlesh Kumar Gupta
Chairman & Independent Director
DIN: 07692870

Mr. Anurag Gupta
Managing Director
DIN: 00192888

Mrs. Sapna Kansal
Executive Director
DIN: 06892410

Mr. Nikhil Goel
Non Executive Non Independent Director
DIN: 01741446

Mr. Sandeep Suri
Independent Director
DIN: 07693480

Mr. Sudesh Kumar Garg
Independent Director
DIN: 07692820

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

Mr. Nikhil Goel
Chairman

Mr. Mithlesh Kumar Gupta
Member

Mrs. Sapna Kansal
Member

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Mrs. Nikita Singla

CHIEF FINANCIAL OFFICER:

Mr. Sharad Goel

AUDITORS

M/s Romesh K. Aggarwal & Associates
Chartered Accountants
G T 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

29th ANNUAL GENERAL MEETING

September 30, 2021 i.e Thursday at 12.00 Hrs at the Registered Office of the Company at 9th KM Stone, Hisar Bhiwani Road, V.P.O Dabra (Hisar), Haryana -125005



NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Shareholders of the company will be held on Thursday, the 30th day of September, 2021 at 12:00 Hrs. 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, 2021 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.

SPECIAL BUSINESS

3. 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 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V prescribed under the Act and Articles of Association of the Company and also subject to the approval of such other authorities as may be required, Mr. Anurag Gupta, Managing Director (DIN No. 00192888), be paid a remuneration of Rs. 2,25,000/- per month, w.e.f. April 01, 2021 to the remainder of his term i.e. up to December 28, 2021, as per details given below:

Salary : Rs. 1,35,000/- per month

Perquisites

Category-A

HRA : Rs. 67,500/- per month.

Special Allowance : Rs. 22,500/- per month

Further, "Resolved that the other terms and conditions of his appointment shall remain the same."

4. 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 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V prescribed under the Act and Articles of Association of the Company and also subject to the approval of such other authorities as may be required, Mrs. Sapna Kansal, Whole Time Director (DIN No. 06892410) be paid a remuneration of Rs. 2,25,000/- per month, w.e.f. April 01, 2021 to the remainder of her term i.e. up to December 13, 2022, as per details given below:

Salary : Rs. 1,35,000/- per month

Perquisites

Category-A

HRA : Rs. 67,500/- per month.

Special Allowance : Rs. 22,500/- per month

Further, "Resolved that the other terms and conditions of her appointment shall remain the same."



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 provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V prescribed under the Act and also subject to the approval of such other authorities as may be required, Mr. Anurag Gupta, Managing Director (DIN No. 00192888), be and is hereby re-appointed as the Managing Director of the company for a tenure of 3 years commencing w.e.f. December 29, 2021 at a remuneration of Rs. 2,25,000/- per month, as stated below:

Salary : Rs. 1,35,000/- per month

Perquisites

Category-A

HRA : Rs. 67,500/- per month.

Special Allowance : Rs. 22,500/- per month

Category-B

Car - He shall be provided with the company's car with driver for performing his official duties. Use of Company's car for his private purpose shall be billed by company to his account.

Telephone - He shall be provided with Company's telephone at his residence and that all long distance personal calls shall be billed by company to his account."

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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re - enactment thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mithlesh Kumar Gupta (DIN 07692870), be and is hereby re-appointed as a Non Executive Independent Director of the company to hold office for five consecutive years w.e.f. December 29, 2021, not liable to retire by rotation."

Further, Resolved that Mr. Mithlesh Kumar Gupta (DIN 07692870) shall continue to hold the office of Non Executive Independent Director of the company even if he completes 75 years of age on September 12, 2024.

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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re - enactment thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sudesh Kumar Garg (DIN 07692820), be and is hereby re-appointed as a Non Executive Independent Director of the company to hold office for five consecutive years w.e.f. December 29, 2021, not liable to retire by rotation."

Further, Resolved that Mr. Sudesh Kumar Garg (DIN 07692820) shall continue to hold the office of Non Executive Independent Director of the company even if he completes 75 years of age on December 04, 2025.

8. 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 149, 152 read with Schedule IV and all other applicable



provisions, if any, of the companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re - enactment thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandeep Suri (DIN 07693480), be and is hereby re-appointed as a Non Executive Independent Director of the company to hold office for five consecutive years w.e.f. December 29, 2021, not liable to retire by rotation."

For and on behalf of the Board

Place: Chandigarh
Date: 06.09.2021
Regd. Office:
9th, KM Stone, Hisar Bhiwani Road, VPO Dabra, Hisar

Sd/-
(Anurag Gupta)
Managing Director

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. 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.
3. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company, to attend the AGM.
4. 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 Saturday, September 25, 2021 to Thursday, September 30, 2021 (both days inclusive).
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 in accordance with their specimen signature(s) registered with the Company, for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
7. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details in respect of director(s) seeking reappointment at the AGM, forms an integral part of the notice. Requisite declarations/consent have been received from the Director(s) seeking reappointment as per provisions of Companies Act, 2013 including rules framed there under. Further, a brief resume of each of the directors proposed to be appointed/re-appointed at this AGM, nature of their expertise in specific function areas, name of companies in which they hold directorship and membership /chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings are provided as an Annexure to this notice.
8. 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. Further, they are requested to convert their shares into dematerialized form in their own interest and convenience.



9. Members holding shares in electronic form are requested to notify change in their e-mail id & address, if any, to their Depository Participant.

10. 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 the Registrar & Share Transfer Agent of the Company.

11. 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.

12. Members desiring any information, as regards accounts & operations, are requested to write to the Company at its Registered Office at least ten days before the date of Annual General Meeting so as to enable to keep the information ready.

13. SEBI vide Notification no. SEBI/LAD/NRO/GN/2018/24, dated 08th June, 2018 and further amendment vide notification no. SEBI/LAD/NRO/GN/2018/49, dated 30th November, 2018, have prescribed that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the equity shares of the Company promptly.

14. As a measure of economy, copies of Annual Report shall not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.

15. The route map showing directions to reach the venue of the AGM is annexed.

16. M/s Indus Portfolio Private Limited, G-65, Ball Nagar, New Delhi-110015, are Registrars & Share Transfer Agents of the Company. The Shareholders can contact them for dematerialization, transmissions, communications for change of address, issue of duplicate shares, etc. directly.

17. Voting through electronic means:-

I. 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 Thursday, September 30, 2021 at 12:00 Hrs. 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.

II. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period shall commence on September 27, 2021 at 9:00 A.M. (IST) and shall end on September 29, 2021 at 5:00 P.M. (IST) During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by M/s Indus Portfolio Private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for Remote e-voting are as hereunder:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:



Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post September 07, 2021.

Shareholders are advised to update their mobile number and email id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. DSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of CDSL at helpdesk.evoting@cdslindia.com and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in demat mode with CDSL have forgotten the password:



• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

➤ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➤ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

➤ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. CDSL, they may contact the helpdesk given below:

Login type

Helpdesk details

Individual Shareholders holding securities in demat mode

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com

- 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 23, 2021.

- Mr. Sanjiv Kumar Goel, Practicing Company Secretary (Membership No. FCS-2107) has been appointed as the Scrutinizer to Scrutinize the remote e-voting process including polling papers in fair and transparent manner.

- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman. Thereafter, the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.hisarspinningmills.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.



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: 40 years as on 31.03.2021.

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 was again re-appointed a director liable to retire by rotation in the annual general meeting held on September 30, 2019. He shall now retire by rotation at the forthcoming AGM and is eligible for re-appointment. No remuneration is proposed to be paid to him.

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: 7

Other Directorships: Two

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.

Item No. 3 & 5

A brief profile of Mr. Anurag Gupta, Managing Director:

Mr. Anurag Gupta was appointed as Managing Director of the Company pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V prescribed under the Act and Articles of Association of the Company and also subject to the approval of such other authorities as may be required, for a period of five years w.e.f. December 29, 2016. His remuneration was subsequently enhanced w.e.f. December 14, 2017 on the terms & conditions approved in the Annual General Meeting held on September 29, 2018. His remuneration was further enhanced w.e.f. April 01, 2021 on the terms & conditions contained in the proposed resolution. Further, since his term shall be coming to an end on December 28, 2021, the board of directors recommend his re-appointment for a further period of three years w.e.f. December 29, 2021. The proposed resolutions are to pay remuneration for the remaining term, i.e. from April 01, 2021 to December 28, 2021 and also to re-appoint him for a further period of three years w.e.f. December 29, 2021 provided in the notice above.

Age: 51 years as on 31.03.2021



Qualification: Bachelor of Engineering.

Experience: Has been associated as director of the company. He has wide experience of manufacture of yarn & financing activities.

Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid: Appointed as Managing Director, for five years w.e.f. December 29, 2016 at a remuneration of Rs. 75,000/- per month enhanced to Rs. 1,25,000/- per month w.e.f. December 14, 2017. Further enhanced to Rs. 2,25,000/- per month w.e.f. April 01, 2021

Remuneration last drawn by such person: Rs. 1,25,000/- p.m. from December 14, 2017.

Date of first appointment on the Board: 28.02.2000.

Shareholding in the company: 184250 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: 7

Other Directorships: One

Membership/ Chairmanship of Committees of other Boards: One

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

Item No. 4

A brief profile of Mrs. Sapna Kansal, Executive Director:

Mrs. Sapna Kansal was appointed as Whole Time Director of the Company pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V prescribed under the Act and Articles of Association of the Company and also subject to the approval of such other authorities as may be required, for a period of five years w.e.f. December 14, 2017. Her remuneration was enhanced w.e.f. April 01, 2021 to December 13, 2022 on the terms & conditions contained in the proposed resolution.

Age: 48 years as on 31.03.2021.

Qualification: Graduate

Experience: Around 15 years experience in family business.

Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid: Appointed as Whole Time director for five years w.e.f. December 14, 2017 on the terms & conditions approved in the Annual General Meeting held on September 29, 2018. The proposed resolution is to pay remuneration for the remaining term i.e. from April 01, 2021 to December 13, 2022 provided in the notice above.

Remuneration last drawn by such person: Rs. 1,25,000/- p.m. from December 14, 2017.

Date of first appointment on the Board: 20.06.2014

Shareholding in the company: 63,100 shares.

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