

HARYANA MALLEABLE AND ALLOY CASTINGS LIMITED
CIN-U27106JK1975PLC002637
REGD. OFFICE: SIDCO INDUSTRIAL COMPLEX BARIBRAHMANA JAMMU-181133 (J&K)
EMAIL ID:haryana.malleable.ltd@gmail.com PHONE NO.: 9906086458

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the Members of Company HARYANA MALLEABLE AND ALLOY CASTINGS LIMITED will be held on Friday, the 25th day of September, 2020 at 05:30 p.m. through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) to transact the following businesses in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at SIDCO Industrial Complex Baribrahmana, Jammu and Kashmir- 181133:-

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 along with the report of Independent Auditor’s and Director’s thereon.
2. To appoint a Director in place of Mr. Sahil Slathia (DIN: 03154430) who retires by rotation and being eligible, seeks re-appointment.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
OF HARYANA MALLEABLE AND ALLOY CASTINGS LIMITED**

DATE: 04.09.2020
PLACE: JAMMU & KASHMIR

Sd/-
SAHIL SLATHIA
DIRECTOR
DIN: 03154430
ADD: H NO 280, SECT 1A,
TRIKUTA NAGAR, JAMMU, J&K-180012

NOTES:

1. Disclosure relating to director pursuant to Secretarial Standard-2 on General Meeting is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020; Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India, followed by Circular No. 20/2020 dated May 05, 2020; physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and the AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, Government of India, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has already entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members can attend the meeting using the remote e-Voting login credentials provided to them to connect to Video Conference.
8. In case of the joint holders attending the AGM through VC only such joint holder who is higher in the order of name will be entitled to do the e-voting.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website at www.Skylinerta.com. The Notice can also be accessed from the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.cdsl.com>.
10. The recorded transcript of the forthcoming AGM scheduled to be held on September 25th, 2020, shall also be made available on the website at www.Skylinerta.com as soon as possible after the meeting is over.

11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 respectively.
12. The date for determining the Shareholders for dispatch of Notice along with Annual Report through E-mail is 28th August, 2020.
13. On account of threat posed by COVID 19 and in terms of the above mentioned MCA Circulars, the Company has sent the Annual Report, Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders. To support the green initiatives; Members who have not yet registered their e-mail addresses are requested to register the same with the Company at the E-mail haryana.malleable.ltd@gmail.com and for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
14. Members are requested to intimate changes, if any, pertaining to their names, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, Power of Attorney, Bank Details, Bank Account Number, MICR Code, IFSC Code at the E-mail haryana.malleable.ltd@gmail.com.
15. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for the financial year 2019-20 will also be available on the www.Skylinerta.com, for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send request to the Company at the E-mail haryana.malleable.ltd@gmail.com.
16. The facility for voting through electronic voting system shall also be made available at the Meeting and Members attending the Meeting who have not already cast their vote by Remote e-Voting shall be able to exercise their right at the meeting.
17. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.
18. Any person, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in . However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

1. The remote e-voting period begins on **Tuesday, 22nd September, 2020 at 10:00 A.M. and ends on Thursday, 24th September, 2020 at 05:00 P.M.** During this period, the members of the Company, holding shares as on the cut-off date i.e. **Friday, 18th September, 2020**, may cast their vote through e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Those members, who will be present at the AGM through VC/ OAVM facility and have not cast their vote through on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3. Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently.
4. A person who is not a Member as on cut-off date should treat this Notice for information purpose only.
5. A person, whose name is recorded in the register of Members as on the cut-off date, viz., **Friday, 18th September, 2020** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system.
6. CS Pradeep Kathuria (FCS 4655, CP No. 3086), Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and sent to the Mr. Sahil Slathia, Director via e-mail, who shall countersign the same.

The Results declared along with the report of the Scrutinizer will be placed on the website www.Skylinerta.com and on the website of CDSL, i.e., www.evoting.cdsl.com immediately after the declaration of result by Mr. Sahil Slathia, Director.

7. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM, i.e., 25th September, 2020.

8. Instructions for Remote E-voting:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID:

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login –Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) If you are a first time user follow the steps given below:

For Shareholders holding shares in Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department *Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the eight digit of the sequence number in the PAN Field.

	<p>*In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg: If your name is Ramesh Kumar with Sequence no 1 then enter RA00000001 in the PAN field.</p>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Haryana Malleable And Alloy Castings Limited.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote or cast the vote again..
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xvi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; haryana.malleable.ltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to meeting mentioning their name, folio number, email id, mobile number at haryana.malleable.ltd@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to haryana.malleable.ltd@gmail.com. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
OF HARYANA MALLEABLE AND ALLOY CASTINGS LIMITED**

**DATE: 04.09.2020
PLACE: JAMMU & KASHMIR**

**Sd/-
SAHIL SLATHIA
DIRECTOR
DIN: 03154430
ADD: H NO 280, SECT 1A,
TRIKUTA NAGAR, JAMMU, J&K-180012**

Information pursuant to Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment and/or fixation of remuneration of Directors is given hereunder:

Name of the Director	Sahil Slathia
Date of Birth/Age	28.11.1982/ 38 years
Date of First Appointment	10.03.2005
Qualification	MBA
Shareholding in the Company	22719 Shares
Experience	12 years of experience in Constructions and Manufacturing
Terms and conditions of appointment and re-appointment along with remuneration sought to be paid	As mutually Agreed
Remuneration Last drawn	48,00,000/-
No. of Equity shares held in the Company	22719 Shares
No. of Board meetings attended during the year-2019-2020	8
List of outside Directorships held (Public Limited Companies)	Nil
List of outside Directorships held (Private Limited Companies)	One
Chairman / Member of the Committee of the Board of Directors of the Company	-
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	-
Relationship with other Directors, Manager and Key Managerial Personnel	Family members