



NOTICE OF 25th ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting (AGM) of the members of Haryana Distillery Limited will be held on Thursday, the 27th day of November 2025 at 12.30 P.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, including the audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Hari Om Sharma (DIN: 09052677) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri. Atul Kumar Singh (DIN: 01630731) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(ES)

4. Re-appointment of Prof. Dr. Devendra Kumar Modi as Managing Director of the Company

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), or any other law for the time being in force, the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and required, consent of the Members be and is hereby accorded for reappointment of Prof. Dr. Devendra Kumar Modi (DIN: 00351859) as Managing Director of the Company (not liable to retire by rotation) for a further period of 3 years w.e.f. 1st March 2026 whose age exceeds 70 years and on the terms and conditions as specifically stated below:

A. SALARY: 25,000/- p.m. Board of Directors of the Company may decide such accelerated increments as may be deemed appropriate at its absolute discretion.

B. ALLOWANCES AND PERQUISITES:

- i. Medical reimbursement:-** Reimbursement of actual medical expenses incurred in India and/ or abroad including premium paid on health insurance policies, for self and family including hospitalization, nursing home and surgical charges for himself and his family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendant are also payable. Payment in Foreign Exchange will be governed by RBI guidelines and applicable laws.
- ii. Personal Accident Insurance:-** The premium amount on such insurance cover shall be reimbursable.
- iii. Club membership:-** Subscription or Reimbursement of membership fee of clubs in India and abroad, including admission and life membership fees.
- iv. Contribution to provident fund, superannuation fund, annuity fund** shall be as per the applicable laws and policy of the Company.
- v. Leave:-** Leave with full pay or encashment thereof as per the rules of the Company.
- vi. Gratuity and Bonus:-** Gratuity at the rate of ½ month's salary for each completed year of service and other retirement benefits. Bonus as per the rules of the Company.
- vii. Leave travel Assistance:-** For self and spouse as per the rules of the Company.
- viii. Credit card:-** The Company will provide credit card/ cards to meet out the official expenditures only.
- ix. Housing:-**
 - a. Actual expenses pertaining to repair and maintenance of accommodation, gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
 - b. The Company shall provide such furniture, utilities, furnishing, white goods, with reimbursement of expenses for domestic help and security guards at his residence as may be required.
 - c. The Company shall provide an office with complete infrastructure and supplies at his residence.
- x. Reimbursement of entertainment, traveling and all other expenses** incurred in India or abroad in the course of the business of the Company as per the applicable rules of the Company and prevailing guidelines of the RBI and laws.

**C. AMENITIES:**

- i. **Conveyance facilities:-** The Company shall provide suitable vehicle/s for official use. All the repairs, insurance, parking, maintenance and running expenses including driver's salary shall be borne by the Company.
- ii. **Telephone and other communication facilities:-** The Company shall provide telephone, mobile phone, internet, Wi-Fi, data card and other communication facilities as may be required for official purposes. All the expenses incurred shall be reimbursed by the Company.
- iii. Reimbursement of Newspaper, books & periodicals shall be made on actual basis.

D. Overall Remuneration

The Board may revise the remuneration payable to MD, during any financial year during currency of the tenure of office, in such manner as may be approved by the Nomination and Remuneration Committee/ Board of Directors subject to the condition that the remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the above salary and allowance are subject to the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013 and the Rules made there under or any modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign, execute and file all such forms, papers and documents with the Registrar of Companies and with other Statutory Authorities, as may be required and to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) / as may be considered desirable or expedient to give effect to the aforesaid resolution."

5. Re-appointment of Shri Dinesh Chander Kaushik as Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), or any other law for the time being in force, the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and required, consent of the members be and is hereby accorded for re-appointment of Shri Dinesh Chander Kaushik (DIN: 00057999) as Whole-time Director of the Company for a further period of 3 years with effect from September 01, 2025 who has already exceeded the age of 70 years on the following terms and conditions:

A. SALARY: Rs. 72,500/- p.m. Board of Directors of the Company may decide such accelerated increments as may be deemed appropriate at its absolute discretion.

B. ALLOWANCES AND PERQUISITES:

1. **Medical reimbursement:-** The expenditure incurred for the medical treatment of self & dependant family members will be reimbursed up to the ceiling of one month salary.
2. **Contribution to the provident fund, superannuation fund, annuity fund** shall be as per the applicable laws and policy of the Company.
3. **Leave:-** Leave Entitlement and leave encashment as per the prevailing and applicable rules of the Company.
4. **Gratuity and Bonus:-** Payment of Gratuity and Bonus as per the rules of the Company.
5. **Leave travel Assistance:-** As per the rules of the Company.
6. **Housing: -**
 - a. Rent free accommodation or HRA at the rate of 40% of the salary.
 - b. Reimbursement of Electricity Expenses up to Rs. 37,500 p.a.;
 - c. Wages of part time servant/sweeper will be reimbursed with a maximum ceiling of Rs. 5,000/- p.a.
 - d. Provision of furniture and white goods will be as per the policy of the Company.

C. AMENITIES:

- i. **Conveyance facilities:-** Provision of car as may be required for official use.



- ii. **Telephone and other communication facilities:-** The Company shall provide fixed land line telephone, mobile telephone and other communication facilities as may be required for official use.
- iii. Reimbursement of Newspaper & Magazine expenses up to Rs. 2400 in a year;

D. Overall Remuneration:

The Board may revise the remuneration payable to WTD, during any financial year during currency of the tenure of office, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board of Directors and WTD subject to the condition that the remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the above salary and allowance are subject to the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013 and the Rules made thereunder or any modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to vary, alter and modify the terms and conditions of his re-appointment including designation, remuneration / remuneration structure of Shri Dinesh Chander Kaushik within the limits of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) / as may be considered desirable or expedient to give effect to the aforesaid resolution."

6. Appointment of Mr. Vinay Kumar Sharma as an Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rule 5 of Chapter XI The Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Vinay Kumar Sharma (DIN: 09158001), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors in their meeting held on 18th July, 2025 and who holds office till the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing himself as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five years with effect from 18th July, 2025 to 17th July, 2030."

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) / as may be considered desirable or expedient to give effect to the aforesaid resolution."

Registered Office:
16, Community Centre,
New Friends Colony,
New Delhi – 110025
CIN: U15511DL2001PLC109883
Email id: hdistt@gmail.com

By the order of the Board
For **Haryana Distillery Limited**

Nupur Jain
Company Secretary
Membership No.: A36044

Place: New Delhi
Date: October 6, 2025

**Notes :**

1. In continuation to General Circulars No.20/2020 dated May 5, 2020, circular No. 2/2022 dated May 5, 2022, circular No. 10/2022 dated December 28, 2022 read with circular No.09/2023 dated 25.09.2023, Circular No. 09/2024 dated 19.09.2024, Circular No. 03/2025 dated 22.09.2025 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), has permitted companies to hold their Annual General Meetings ("AGM") for the financial year ended/ending on or before March 31, 2025 through VC or OAVM without the physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the Circulars, the Members can join the AGM in the VC/OAVM mode 30 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, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. 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.
5. The notice of AGM is being sent to those members whose name will appear in the register of members as on 31st October 2025.
6. Since the AGM will be held through VC/OAVM, the Route Map, Attendance Slip and Proxy form is not required to be annexed to this notice.
7. In compliance with the aforesaid MCA Circulars, the Notice calling AGM along with Annual Report 2024-2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the 25th AGM and the Annual Report 2024 -2025 will be available on the website of NSDL i.e. www.evoting.nsdl.com
8. Members who have not registered their e-mail address so far, are requested to register their e-mail address with the Company/ DPs/ RTA for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
9. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Registrars and Share Transfer Agent. Members holding shares in demat mode should file their nomination with their Depository Participants ('DPs') for availing this facility.
10. The Register of members and share transfer books of the Company will remain closed from Thursday, 20th November, 2025 to Wednesday, 26th November, 2025 (both days inclusive) in accordance with the provisions of the Section 91 of the Companies Act, 2013, for the purpose of AGM.
11. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to hdlsecretarial@gmail.com
13. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address requests, registration of e-mail address and updation of bank account details to their respective DPs.
14. As per Rule 9A of Companies (Prospectus and Allotment of Securities) Rules 2014, securities of unlisted companies can be transferred only in dematerialized form with effect from October 02, 2018, except in the case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management,



members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.

15. Information regarding particulars of the Directors seeking appointment / re-appointment at the Annual General Meeting requiring disclosure in terms of the Secretarial Standard 2 issued by the Institute of Company Secretaries of India is annexed to this Notice.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the Circular issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and General Circular No 09/2024 dated September 19, 2024, Circular No. 03/2025 dated 22.09.2025, 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 entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
17. Facility for e-voting shall also be made available during the meeting and members attending the meeting through video conference, who have not already cast their vote by remote e-voting can exercise their vote during the meeting.
18. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. The e-voting Event number, User Id and Password along with detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the Annual Report.
20. The Board of Directors of the Company has appointed M/s Ramakant Pathak & Co., Company Secretary in Practice, Noida (C.P. No. 6571) vide resolution passed in its Board meeting held on Monday, 06th October, 2025 as Scrutinizer to scrutinize the voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
21. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting : From 9.00 a.m. (IST) on Monday, 24th November, 2025
End of remote e-voting : Up to 5.00 p.m. (IST) on Wednesday, 26th November, 2025
22. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
23. The voting rights of the members for e-voting and for voting during the meeting shall be in proportion to the paid-up value of their share in the equity share capital of the Company as on the cut-off date i.e. Friday, 21st November, 2025.
24. A person, whose name is recorded in the register of members as on the cut-off date, i.e., Friday, 21st November, 2025 shall only be entitled to avail the facility of remote e-voting / voting during the meeting at the AGM.
25. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e Friday, 21st November, 2025 may obtain the User ID and Password by sending a request (alongwith Name, Folio No. and shareholding) to NSDL at evoting@nsdl.co.in or RTA at admin@skylinerta.com. After receipt of the above credentials, please follow the instructions for e-voting to cast the vote.
26. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the financial statements/Annual Report of the Company, are requested to send the same at least 2 working days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at hdlsecretarial@gmail.com so that the same may be replied by the Company suitably.
27. The process and manner for remote e-voting and joining the AGM are as follows:
The remote e-voting period begins on Monday, 24th November, 2025 at 09:00 A.M. and ends on Wednesday, 26th November, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
28. The Scrutinizer, after scrutinizing the votes casted through e-voting during the meeting and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or person authorized by him by not exceeding three days of conclusion of the Meeting.
29. The results declared along with the consolidated scrutinizer's report shall be placed on the notice board of the Company at the Registered Office at 16, Community Centre, New Friends Colony, New Delhi – 110025 and on the website of the NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a Director authorized by him.
30. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green



initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the website of NSDL i.e. www.evoting.nsdl.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

PROCEDURE FOR 'REMOTE E-VOTING' AND E-VOTING AT THE AGM:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Existing users 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.



Type of shareholders	Login Method
	2. 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. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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 i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form:	EVEN Number that is 120904, followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 120904 then user ID is 120904001***

5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of



- shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- i) Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPEG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by an e-mail at rkpathak@rkpathak.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in.
- iv) Members may also write to the Company Secretary at the Company's email address hdlsecretarial@gmail.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 hdlsecretarial@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to hdlsecretarial@gmail.com. If you are an individual shareholders holding securities in demat mode, you are requested to refer to login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e voting.
2. Only those Members, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members 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. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at hdlsecretarial@gmail.com from Monday, 17th November, 2025 (09:00 am IST) to Wednesday, 19th November, 2025 (05:00 pm IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 7. Shareholders who will participate in the AGM through VC/OAVM can also pose question / feedback through question box option. Such questions by the shareholders shall be taken up during the meeting or replied by the Company suitably.

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and Article 109 of Articles of Association of the Company, re-appointment of the Prof. Dr. Devendra Kumar Modi, Managing Director requires approval of the shareholders by way of special resolution.

Prof. Dr. Devendra Kumar Modi was appointed as Managing Director of the Company w.e.f March 01, 2023 for a period of Three years i.e. upto February 28, 2026 vide resolution passed by the members of the Company in the Annual General Meeting held on September 23, 2022.

Pursuant to provisions of Section 196 (3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who will attain the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Prof. Dr. Devendra Kumar Modi has already exceeded 70 years of age.

Prof. Dr. Devendra Kumar Modi has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Prof. Dr. Devendra Kumar Modi as Managing Director.

Accordingly, the approval of the members by passing a Special Resolution is necessary for reappointment of Prof. Dr. Devendra Kumar Modi as Managing Director of the Company for a further period of 3 years w.e.f. March 01, 2026 to February 28, 2029 as set out in Part-I and Part II of Schedule V to the Act as also under section 196(3) of the Act.

The Board of Directors of the Company at its meeting held on 06th October, 2025 has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, approved the re-appointment of Prof. Dr. Devendra Kumar Modi as Managing Director of the Company for a further period of 3 years i.e. from March 01, 2026 to February 28, 2029

Prof. Dr. Devendra Kumar Modi is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Prof. Dr. Devendra Kumar Modi satisfies all the conditions as set out in Section 196(3) of the Act and Part I of Schedule V to the Act, for being eligible for his re-appointment.

Save and except Dr. Devendra Kumar Modi and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution set out at item no. 4.

The Board recommends the re-appointment of Prof. Dr. Devendra Kumar Modi as Managing Director and proposes to pass the resolution set out at item no. 4 of the notice as Special Resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

Brief profile of Prof. Dr. Devendra Kumar Modi is enclosed in the notice.

Item No. 05

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and Article 109 of Articles of Association of the Company, re-appointment of the Shri Dinesh Chander Kaushik, Whole-time Director requires approval of the shareholders by way of special resolution.

Shri Dinesh Chander Kaushik was appointed as the Whole-time Director of the Company w.e.f September 01, 2022 for a period of three years i.e. upto August 31, 2025 vide resolution passed by the members of the Company in the Annual General Meeting held on September 23, 2022 and is due for



reappointment.

Pursuant to provisions of Section 196 (3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Shri Dinesh Chander Kaushik has already exceeded 70 years of age.

Shri Dinesh Chander Kaushik has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Shri Dinesh Chander Kaushik as a Whole-time Director.

Accordingly, the approval of the members by passing a Special Resolution is necessary for reappointment of Shri Dinesh Chander Kaushik as a Whole-time Director of the Company for a further period of 3 years w.e.f. September 01, 2025 to August 31, 2028 as set out in Part-I and Part-II of Schedule V to the Act as also under section 196(3) of the Act.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 18th July, 2025 has approved the re-appointment of Shri Dinesh Chander Kaushik as Whole-time Director of the Company for a further period of 3 years w.e.f. September 01, 2025 to August 31, 2028.

Shri Dinesh Chander Kaushik is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time director of the Company. Shri Dinesh Chander Kaushik satisfies all the conditions as set out in Section 196(3) of the Act and Part I of Schedule V of the Act, for being eligible for his appointment.

Save and except Shri Dinesh Chander Kaushik and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution set out at item no. 5.

The Board recommends the re-appointment of Shri Dinesh Chander Kaushik as Whole-time Director and proposes to pass the resolution set out at item no. 5 of the notice as a Special Resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to section 190 of the Companies Act, 2013.

Brief profile of Shri Dinesh Chander Kaushik is enclosed in the notice.

Item No. 06

Mr. Vinay Kumar Sharma (DIN: 09158001) was appointed as an Additional Director (Independent) on the Board of the Company in the meeting of the Board of Directors held on 18th July 2025 and holds office till the conclusion of this 25th AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from the Director himself proposing his candidature as an Independent Director of the Company, not liable to retire by rotation and has confirmed his eligibility and consented to be appointed as an Independent Director of the Company and has also given a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013. The Board is of opinion that he fulfils the conditions specified therein and is independent of the management. Mr. Vinay Kumar Sharma also holds requisite qualification and expertise and will add value to the Board and the Company. Accordingly, it is proposed that Mr. Vinay Kumar Sharma be appointed as an Independent Director of the Company for a term of five consecutive years i.e. for a term upto 17th July 2030 and shall not be liable to retire by rotation.

A copy of the letter for appointment of Mr. Vinay Kumar Sharma, setting out the terms and conditions of his appointment are available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Vinay Kumar Sharma are in any way concerned or interested, in the said resolution set out at item no. 6.

The Board recommends the appointment of Mr. Vinay Kumar Sharma as an Independent Director not liable to retire by rotation and propose to pass the resolution set out at item no. 6 of the notice as an Ordinary Resolution.

Brief profile of Mr. Vinay Kumar Sharma is enclosed in the notice.



Information of Director(s) seeking appointment or re-appointment at the forthcoming AGM pursuant to Secretarial Standard 2 issued by ICSI as on the date of Notice

Name of the Director	Shri Hari Om Sharma
Director Identification Number (DIN)	09052677
Date of Birth (Age in years)	January 01, 1963
Original date of appointment	12th February 2021
Qualifications	•M.A., LLB, PGDM, Diploma in PMIR
Experience and expertise in specific functional area	Experience of 33 Years in HR & Industrial Relations, Key areas are Admin Management, Labor Law, Manpower Recruitment
Remuneration last drawn	Nil
Shareholding in Haryana Distillery Limited	Nil
Terms and conditions of re-appointment and Remuneration	As per Mutual agreed
No. of Board meetings attended during the year	5
Relationship with other Directors or KMPs	Not Applicable
Directorships held in other companies in India	MACL Securities & Finance Ltd
Membership / Chairmanship of committees in public limited companies in India	Haryana Distillery Ltd - Nomination and Remuneration Committee (Member) Haryana Distillery Ltd - Audit Committee (Member)
Name of the Director	Shri Atul Kumar Singh
Director Identification Number (DIN)	01630731
Date of Birth (Age in years)	May 24, 1966
Original date of appointment	05th March 2001

HARYANA DISTILLERY LIMITED


Qualifications	- Bachelor's degree in commerce - Post Graduate Diploma in Business Management
Experience and expertise in specific functional area	36 years' experience in International Operation. He worked with Modi Cement Limited and Lords Distillery Limited in the past. Currently he is the Senior Vice President in Dr. K. N. Modi Foundation.
Remuneration last drawn	Nil
Shareholding in Haryana Distillery Limited	12,520 Equity Shares
Terms and conditions of re-appointment and Remuneration	As per Mutual agreed
No. of Board meetings attended during the year	2
Relationship with other Directors or KMPs	Nil
Directorships held in other companies in India	Lifestyle Supertech Private Limited
Membership / Chairmanship of committees in public limited companies in India	Haryana Distillery Limited – Stakeholders Relationship Committee (Member) Haryana Distillery Limited – CSR Committee (Member) Haryana Distillery Limited – Nomination and Remuneration Committee (Member) Haryana Distillery Limited – Asset Sale Committee (Member)

Information of Director(s) seeking appointment or re-appointment at the forthcoming AGM pursuant to Secretarial Standard 2 issued by ICSI as on the date of Notice

Name of the Director	Prof. Dr. Devendra Kumar Modi	Mr. Dinesh Chander Kaushik	Mr. Vinay Kumar Sharma
Director Identification Number (DIN)	00351859	00057999	09158001
Date of Birth (Age in years)	June 30, 1953	December 15, 1950	August 01, 1968
Original date of appointment	01.03.2008	01.09.2008	18.07.2025
Qualifications	- Bachelor's degree in Chemical engineering - Master's degree in Business Administration - Ph. D & D. Litt	- Master's degree in Arts - Master in Social Welfare - Bachelor's degree in Laws.	Bachelor's degree in Science & Semi ICWAI



Name of the Director	Prof. Dr. Devendra Kumar Modi	Mr. Dinesh Chander Kaushik	Mr. Vinay Kumar Sharma
Experience and expertise in specific functional area	He has over 46 years of rich and varied experience in setting up large number of units including Tyres, Yarn, Carpet, Iron and Steel, Pharmaceuticals, Engineering Goods, office equipments, industrial chemicals, electronics, automotive products and paints. Pioneering work done in turning Modinagar into an educational hub. Successful Entrepreneur and played a key role in bringing foreign technology and international brand to collaborate with the Modi group and setting up green field industries. Setting up Dr. K N Modi Foundation, the umbrella body of institutions in Engineering, Life Sciences, Management, Law and Education. Set up private university in Rajasthan, promoting the cause of education. Champion in promoting environment and sustainable development. Pioneering work done in healthcare and Community Ophthalmology.	41 years of rich and varied experience in Personal Administration-Industrial Relation, Legal Liaisoning, Marketing and Sales.	29 years experience in accounts & Finance
Remuneration last drawn	Remuneration Details are mentioned in the Financial Statements.		NA
Shareholding in Haryana Distillery Limited	2205409 Equity Shares	20 Equity Shares	NIL
Terms and conditions of re-appointment and Remuneration	As per the resolution at item no. 4 of the Notice convening this AGM read with explanatory statement thereto, Dr. Devendra Kumar Modi is proposed to be re-appointed as Managing Director.	As per the resolution at item no. 5 of the Notice convening this AGM read with explanatory statement thereto, Shri Dinesh Chander Kaushik is proposed to be re-appointed as Whole-time Director.	As per mutual agreed.
No. of Board meetings attended during the year	Refer Annexure B to the Board's Report		NA
Relationship with other Directors or KMPs	NIL		
Directorships held in other companies in India	1. Modi Spinning and Weaving Mills Company Limited 2. Rahul Commercial Private Ltd. 3. Dhiraj Commercial Private Ltd. 4. Vikee Commercial Private Ltd. 5. Upasana Investment Private Ltd. 6. Laolen Investment Private Ltd. 7. Modi Charitable Foundation	NIL	Ellora Eduventures Pvt Ltd
Membership/Chairmanship of committees in public limited companies in India	NIL	•Haryana Distillery Limited – Audit Committee (Member) •Haryana Distillery Limited – Asset Sale Committee (Member) •Haryana Distillery Limited – Project Committee (Member)	NIL



Statement pursuant to provisions of Section II of Part II of Schedule V of the Companies Act, 2013 with respect to item no. 5, 6, & 7 of the Notice

General Information:					
1.	Nature of industry		Manufacturing of Country Liquor, Rectified Spirit, Extra Neutral Alcohol and Indian made Foreign Liquor.		
2.	Date or expected date of commencement of commercial production		Commercial Operation commenced since incorporation. The Company is a resulting Company after demerger.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not applicable		
4.	Financial performance based on given indicators: (Rs. In Lacs)				
	Year ending 31st March	Total Revenue	Total Expense excluding depreciation	Profit/ (Loss) Before tax	Net Profit/ (Loss) After tax
	2022	6265.13	6445.38	(1.22)	(3.54)
	2023	9011.41	9677.83	(498.02)	(688.98)
	2024	14829.48	16024.41	(1352.53)	(1478.05)
5.	Foreign investments or collaborations, if any.		NIL		
II. Information about the appointee: A. Dr. Devendra Kumar Modi					
1.	Background details		Dr. Devendra Kumar Modi, Managing Director is a graduate in Chemical engineering and holds a Masters degree in Business Administration from IMI, Geneva, Ph. D & D. Litt. He has been holding several Directorships in different companies of Modi Group. He has been instrumental in reviving and rehabilitating MSWM through its demerger and creation of the Company. He has spearheaded the modernization and technical upgradation of the manufacturing facilities.		
2.	Past remuneration		Last drawn salary was ₹76,80,356/- p.a including perks and other benefits.		
3.	Recognition or awards		He has been recognized by business organizations and the Government of India for his contribution to the Industry.		
4.	Job profile and his suitability		Dr. Devendra Kumar Modi is the Managing Director of the Company and has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors and carryout such duties, as may be entrusted to him from time to time by the Board of Directors of the Company (“the Board”) and exercise such powers as may be assigned to him by the Board subject to the superintendence, control and directions of the Board in connection with and in the best interest of the Company. The Company has made enormous progress under the stewardship of Dr. Devendra Kumar Modi, who has the management experience to handle business of the Company and the vision to take the business forward. He has spearheaded the modernization and technical upgradation of the manufacturing facilities. The Board is of the opinion that Dr. Devendra Kumar Modi has the requisite qualifications, expertise and experience for the job, he is presently holding.		



5.	Remuneration proposed	₹25,000 p.m. with the other additional benefits as mentioned in item no. 4 above.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	After taking into the financial position of the Company, the reduced remuneration of Dr. Devendra Kumar Modi is being considered which is much lesser than the industry norms.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any.	Dr. Devendra Kumar Modi is holding 2205409 (Twenty Two Lac Five Thousand Four Hundred and Nine only) equity shares (12.22% of the paid-up Capital) of the Company.
II. Information about the appointee: B. Shri Dinesh Chander Kaushik		
1.	Background details	Shri Dinesh Chander Kaushik holds a Bachelor degree in Law and Post Graduate in Public and Industrial Relations. He also holds Masters degree in Social work. He was appointed as Whole-time Director of the Company for a period of 3 years w.e.f. September 01, 2022. He has 41 years experience in Personal Administration- Industrial Relation, Legal Liaisoning, Marketing and Sales.
2.	Past remuneration	Last drawn salary was ₹15,10,892/-p.a including perks
3.	Recognition or awards	-
4.	Job profile and his suitability	Shri Dinesh Chander Kaushik, the Whole-time Director of the Company, looks after the administrative aspects, Industrial Relations/ Human Resource and Marketing of the Company. He has wide experience and long association with the Company.
5.	Remuneration proposed	₹72,500 p.m. with the other additional benefit as mentioned in item no. 5 above.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	After taking into the size of the Company, the profile of Shri Dinesh Chander Kaushik the responsibilities shouldered by him and remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterparts in other similar companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any.	Shri Dinesh Chander Kaushik is holding 20 (Twenty only) equity shares (0.00% of the paid-up Capital) of the Company.



III. Other information:		
1.	Reasons of loss or inadequate profits	Due to adverse market conditions with respect to the Country Liquor segment, and general economy slow-down, establishment of new distilleries which has created excess of supply over demand, increase in wages and salaries had severe adverse impact on the workings and the financial performance of the Company. All these factors collectively resulted in inadequate profit for payment of the present remuneration of Managing Director and Whole-time Directors of the Company therefore reduced emoluments is being made under the situation of inadequate profits.
2.	Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve workings and profitability of the Company to the extent of various factors under its control. Various measures and steps have been taken in the matter of cost control, process improvement for improving efficiency. The Company would continue its endeavors to increase the revenues to improve its productivity and profits in the coming years. However since most of the cost parameters and sales prices of its products are outside the control of the management further improvement seems difficult.
3.	Expected increase in productivity and profits in measurable terms.	Steps, as aforesaid, being taken by the Company, would improve the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The productivity and efficiency parameters of the Unit are amongst the best in the country. However since most of the cost parameters and sales prices of its products are outside the control of the management, further improvement seems difficult.
IV. Disclosures:		
The following disclosures shall be mentioned in the Board's report under the heading "Corporate Governance", if any, attached to the financial statement:		
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.	The Remuneration package and other terms applicable to the Directors have been disclosed in the financial statement forming part of the Annual Report for the year 2024-2025.
2.	Details of fixed component and performance linked incentives along with the performance criteria;	
3.	Service contracts, notice period, severance fees;	Service Agreement of Prof Dr Devendra Kumar Modi is for 3 years from March 01, 2026 to February 28, 2029 and Service Agreement of Shri Dinesh Chander Kaushik is for three (3) years from September 01, 2025 to August 31, 2028.
4.	Stock option details, if any, and whether the same has been issued at discount as well as the period over which accrued and over which exercisable.	The Company has not issued any stock options to any of its Directors or Managerial Personnel.

Registered Office:

16, Community Centre,
New Friends Colony,
New Delhi – 110025
CIN: U15511DL2001PLC109883
Email id: hdistt@gmail.com

By the order of the Board
For **Haryana Distillery Limited**

Nupur Jain
Company Secretary
Membership No.: A36044

Place: New Delhi
Date: October 6, 2025