

# HARDWYN INDIA LIMITED

CIN: L74990DL2017PLC324826

Reg off: B-101, Phase-1, Mayapuri, New Delhi 110064

E-mail: [accounts1@hardwyn.com](mailto:accounts1@hardwyn.com) Website: [www.hardwyn.com](http://www.hardwyn.com)

Tel No: +91-11-28115352

## POSTAL BALLOT

**Dear Members,**

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to provisions laid down in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time for obtaining the approval of members of the Company through postal ballot/electronic voting (e-voting) for the resolution set out hereinafter.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts and reasons thereof is annexed thereto with the Postal Ballot form for your consideration.

The Board of Directors of the Company (Board) has appointed Mr. Manish Kumar Singh, Managing Partner of M/s KMPM & Co., as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot form and return the same duly completed in the enclosed self-addressed business reply envelope so as to reach the Company at B-101, Phase-1, Mayapuri, New Delhi-110064 or Scrutinizer at Mr. Manish Kumar Singh, Managing Partner of M/s KMPM & Co., 611, 6th Floor, Pragati Tower Rajendra Place New Delhi - 110008 not later than 05:00 P.M. IST on Saturday 12<sup>th</sup> March, 2022. Postage will be borne and paid by the Company. Postal Ballot Forms if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the addresses given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 05:00 P.M. IST on Saturday 12<sup>th</sup> March, 2022 shall be deemed invalid.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the Section 'Voting through Electronic Means'. Reference to postal ballot(s) in this Postal Ballot Notice include vote received electronically.

The Scrutinizer will submit to the Chairman or Company Secretary after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballots shall be declared by the Managing Director or Company Secretary on or before Wednesday 16<sup>th</sup> March, 2022 and communicated on the same day or next day to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company official website.

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## Item of Business requiring consent of Shareholders through Postal Ballot:

### Resolution 1:

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

**"RESOLVED THAT** pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and all other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force, guidelines/requirements issued by the National Stock Exchange of India Limited (NSE), consent of members of the Company be and is hereby accorded for making application to list existing paid up Equity Share Capital of the Company, which is already listed on BSE SME Exchange, on the Main Board of NSE, alongwith main Board of BSE, and follow such procedures specified under ICDR Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** Mr. Rubaljeet Singh Sayal (DIN: 00280624), Managing Director and Mr. Swaranjeet Singh Sayal (DIN: 00280576) Director of the Company be and are hereby authorized jointly or severally to deal with any Government or Semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India, Registrar of Companies, to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of Listing of Existing paid up Equity Share Capital of the Company on Main Board of NSE and BSE.

**RESOLVED FURTHER THAT** Mr. Rubaljeet Singh Sayal (DIN: 00280624), Managing Director and Mr. Swaranjeet Singh Sayal (DIN: 00280576) of the Company be and are hereby authorized jointly or severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

By Orders of the Board of Directors

FOR HARDWYN INDIA LIMITED  
For Hardwyn India Limited

Sd/-

Rubaljeet Singh Sayal

Managing Director

DIN: 00280624

Director

Date: 07/02/2022

Place: New Delhi

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## NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reason for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 04/02/2022.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's register and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed business Reply Envelope.
4. Members whose name appear on the Register of Members/List of Beneficial Owner as on 04/02/2022 will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this notice for information purposes only.
5. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes voting done by e-voting shall prevail and votes cast through Physical Postal Ballot forms will be treated as invalid.
6. In case member wishes to obtain a printed Postal Ballot Form or a duplicate, the same can be downloaded from the Company's website [www.hardwyn.com](http://www.hardwyn.com) and on the website of BSE Limited <https://www.bseindia.com>. The Registrar and transfer agent/ Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Members.
7. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
8. Corporate/Institutional Member(s) (i.e. other than individuals, Hindu Undivided Families/ Non-resident Indians etc.) opting for Postal Ballot are required to send Certified True Copy of Board Resolution / Power of Attorney / Authority letter etc., to the Scrutinizer along with the Form.
9. There will be only 1 (one) Postal Ballot Form for every Client ID/Folio No., irrespective of the number of joint shareholder(s).
10. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by next named Member.
11. In case a Member is desirous of obtaining a printed Postal Ballot Form or duplicate, he or she may send an email on [accounts1@hardwyn.com](mailto:accounts1@hardwyn.com) and [kmpminfo@gmail.com](mailto:kmpminfo@gmail.com). The Registrar and Share Transfer Agent (RTA) shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
12. In compliance with the provisions of Section 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company provides the Members the facility to exercise their Right to vote by electronic means through e-Voting services provided by CDSL and business may be transacted through such voting. The instructions

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- for E-voting form part of this Notice. The E-voting period shall commence on Friday 11<sup>th</sup> February 2022 from 09.00 AM (IST) and shall end on Saturday, 12<sup>th</sup> March 2022 at 05.00 PM (IST). E-voting shall not be allowed beyond the said date and time.
13. The Board of Directors of the Company has appointed Mr. Manish Kumar Singh, Managing Partner of M/s KMPM & Co., Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-voting process, in accordance with the law and in a fair and transparent manner and the Postal Ballot Form can be downloaded from the Company's website [www.hardwyn.com](http://www.hardwyn.com) and on the website of BSE Limited <https://www.bseindia.com>.
  14. Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer so that it reached the Scrutinizer not later than 5.00 PM (IST) on Saturday, 12<sup>th</sup> March 2022. Postage of such envelope will be borne and paid by the Company. However, of such envelope will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by registered post/ speed post at the expense of the Member(s) will also be accepted. If any Postal Ballot is received after 05.00 PM (IST) on Saturday 12<sup>th</sup> March 2022, it will be strictly considered that no reply has been received from the Member.
  15. The Scrutinizer will submit his report to the Managing Director or any other person authorized by the Board after the completion of scrutiny of the Postal Ballots and E-voting. Results of voting by Postal Ballot (including voting through electronic means) along with the Scrutinizer's Report shall be announced on or before Wednesday, 16<sup>th</sup> March 2022 by 5.00 PM at the website of the Company [www.hardwyn.com](http://www.hardwyn.com) and shall be communicated to the Stock Exchange(s) BSE limited at <https://www.bseindia.com> also to be communicated to the RTA.
  16. The Resolutions, if passed by the requisite majority of the Members through Postal Ballot including voting by electronic means shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting.
  17. Relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during 11 AM to 5 PM on all working days (Monday to Saturday) from the date of dispatch of this Notice till the last date for receipt of votes by Postal Ballot/e-voting i.e. Saturday 12<sup>th</sup> March, 2022.
  18. In case any Member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to [admin@skylinerta.com](mailto:admin@skylinerta.com) (RTA) for any queries, grievances or issues related to e-voting.

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## 19. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins Friday 11<sup>th</sup> February 2022 from 09.00 AM (IST) and shall end on Saturday, 12<sup>th</sup> March 2022 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.  
  
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, 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.

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Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department



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	(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (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. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 relevant <Company Name> on which you choose to vote.
- (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.

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- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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; \_\_\_\_\_ (designated email address by company) , 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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.**

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2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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

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## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **FOR ITEM 1:**

The Company is listed on BSE-SME Platform on 25<sup>th</sup> April, 2018, and becomes eligible to migrate to Main Board of the BSE Limited by the end of two years of Listing on BSE-SME platform. Our Company is listed on BSE-SME since 25<sup>th</sup> April, 2018, as per the guidelines specified by the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018.

Now the Management of the Company proposes to simultaneously list the equity shares of the Company on the main Board of National Stock Exchange of India Limited (NSE) and (Bombay Stock Exchange) BSE Limited. Listing of securities of the Company on both the nationwide stock exchanges BSE and NSE will lead to enhance recognition of the Company and will open a wide market for investors.

The members are therefore, requested to accord their approval, for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to Main Board of NSE along with simultaneous listing on the Main Board of BSE as set out in the resolution.

As per the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, an Issuer whose specified securities are listed on a SME Platform may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

The Proposed resolution shall be acted upon if the votes casted by public shareholders in favour of the proposal, amount at least 2 times the number of votes cast by the public shareholders against the proposal.

# HARDWYN INDIA LIMITED

CIN: L74990DL2017PLC324826

Reg off: B-101, Phase-1, Mayapuri, New Delhi 110064

E-mail: [accounts1@hardwyn.com](mailto:accounts1@hardwyn.com) Website: [www.hardwyn.com](http://www.hardwyn.com)

Tel No: +91-11-28115352

In light of above, Board of Directors of the Company recommended passing resolution set out in Item No. 1 of the Notice.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR HARDWYN INDIA LIMITED  
For Hardwyn India Limited**

Sd/-  
Rubal Jeet Singh Sayal  
Managing Director  
DIN: 00280624

  
Director

Date: 07/02/2022  
Place: New Delhi

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## POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

1.	Name and address of the Sole/First named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered folio No./ DP ID No. / Client ID No.* (* Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	

I/we hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the special businesses stated in the notice of the postal ballot dated 07<sup>th</sup> February, 2022 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick(√)mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Listing of Equity Shares of the Company on Main Board of National Stock Exchange of India Limited and BSE Limited			

Place:

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**Date:**(Signature of the Member)

**Notes:**

1. Please read the instructions printed overleaf carefully before exercising the vote.
2. Last date for receipt of the Postal Ballot form by the Scrutinizer is 12/03/2022.

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## ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PAN/SEQUENCE NUMBER

### Notes:

1. The E-voting facility will be available from Friday 11<sup>th</sup> February 2022 from 09.00 AM (IST) and shall end on Saturday, 12<sup>th</sup> March 2022 at 05.00 PM.
2. For E-voting refer to the instructions for voting provided in the Postal Ballot Notice.

### INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return the same duly completed in the enclosed Self-addressed Postage Pre-paid Reply Envelope to the Scrutinizer. Postage on Self addressed Pre-paid Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted by Scrutinizer.
2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. 5:00 p.m. on Saturday, 12<sup>th</sup> March, 2022. Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.
4. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
5. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).
6. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal ballot form bearing tick mark (√) in both the column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.
7. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.



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8. Voting Rights shall be reckoned on the Paid up Value of shares registered in the name of the Member as on Friday 04<sup>th</sup> February, 2022.
9. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
11. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. The Resolutions, if assented by requisite majority, shall be considered as passed on Saturday, 12<sup>th</sup> March, 2022 (i.e. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting by Saturday, 12<sup>th</sup> March, 2022).