

HARDWYN INDIA LIMITED

B-101, Phase-1, Mayapuri, New Delhi South West Delhi 110064

CIN: L74990DL2017PLC324826

Ph. No. 011-23629277 website: www.hardwyn.com

Email id: cs@hardwyn.com

CONFIDENTIAL

Board of Directors

Mr. SwaranJeet Singh Sayal	Chairman & Director
Mr. Rubaljeet Singh Sayal	Managing Director & Executive Director
Ms. Tanya Sayal	Director
Mr. Shikha Chawla	Independent Director
Mr. Kulmeet Singh	Independent Director

Invitee

Mr. CA Anand Grover	Statutory Auditor
Mr. Sandeep Singh Solanki	Company Secretary
Mr. Pawan Kumar Mahur	Secretarial Auditor

Dear Sir/Ma'am

SUB: NOTICE OF BOARD MEETING

NOTICE is hereby given that (10/2022-23) meeting of the Directors of the Company will be held on Friday, 21st October 2022 at 11:30 am at the Registered Office of the Company situated at B-101, Phase-1, Mayapuri, New Delhi South West Delhi 110064 to transact the business as per agenda attached herewith.

We request you to kindly make it convenient to attend the above meeting.

Thanking you.

Yours faithfully,

For Hardwyn India Limited

Sd/-

Rubaljeet Singh Sayal

Managing Director

DIN: 00280624

Date :13/10/2022

Place New Delhi

Encl.: Agenda of the Meeting

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BOARD MEETING

DATE: 21th October 2022

DAY: Friday

TIME: 11.30 A.M.

VENUE: B-101, Phase-1, Mayapuri, New Delhi South West Delhi 110064

Agenda

Sl. No.	Particulars
ROUTINE/STATUTORY ITEMS	
1	Welcome note by the Chairman on taking the Chair
2	To determine the quorum & grant leave of absence
3	To confirm minutes of the previous Audit Committee Meeting held on September 07, 2022.
4	To confirm minutes of the previous Board Meeting held on September 07, 2022.
ITEMS REQUIRING COMMITTEE APPROVAL	
5	Take note of Resignation of Mr. Harkaawar Singh Sethi
6	To consider review and approve the unaudited financial statement for the Period ended on 31 st July 2022
7	To consider and approved the draft Scheme of Arrangement.
8	To transact any other business with the permission of the Chair.

You are kindly requested to make it convenient to attend the meeting.

For Hardwyn India Limited

Sd/-

Rubaljeet Singh Sayal

Managing Director

DIN: 00280624

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AGENDA ITEM - 1

TO CONSIDER LEAVE OF ABSENCE, IF ANY:

Leave of absence may be grant to the Directors not attending the Board Meeting due to unavoidable circumstances.

AGENDA ITEM -2

TO CONSIDER QUORUM OF THE MEETING:

The Chairman shall confirm the quorum of the meeting and proceed further.

AGENDA ITEM -3

TO CONFIRM MINUTES OF THE PREVIOUS AUDIT COMMITTEE MEETING HELD ON SEPTEMBER 07, 2022.

A copy of the draft Minutes of the previous Meeting of Audit Committee held on September 07, 2022. The Board of Directors are requested to take note of the same and to pass the following resolution.

“RESOLVED THAT the minutes of the previous meeting of the Audit Committee of Directors of the Company held on September 07, 2022. as placed before the Board be and are hereby confirmed.

RESOLVED FURTHER THAT Mr. Rubaljeet Singh Sayal , Managing Director of the Company be and is hereby authorized to keep the same in safe custody.”

AGENDA ITEM -4

TO CONFIRM MINUTES OF THE PREVIOUS BOARD MEETING HELD ON SEPTEMBER 07, 2022.

A copy of the draft Minutes of the previous Meeting of Board of Directors held on September 07, 2022. Board is requested to take note of the same and to pass the following resolution.

“RESOLVED THAT the minutes of the previous meeting of the Board of Directors of Directors of the Company held on September 07, 2022 as placed before the Board of Directors be and are hereby confirmed and the same be signed by the Chairman of the meeting.

RESOLVED FURTHER THAT Mr. Rubaljeet Singh Sayal , Managing Director of the Company be and is hereby authorized to keep the same in safe custody.”

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AGENDA ITEM -5

TO CONSIDER AND APPROVE THE UN-AUDITED FINANCIAL RESULTS FOR THE PERIOD ENDED JULY 31, 2022 AND TO TAKE NOTE OF LIMITED REVIEW REPORT THEREON PURSUANT TO REGULATION 33 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.

In accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Un-audited Financial Results for the period ended July 31, 2022 after the approval of the same by the Audit Committee which is scheduled to be held on the same day before the Board Meeting will be placed before the Board Members for its consideration, deliberation, approval and noting.

It is further informed that Limited review report on the Un- Audited Financial Results for the period ended July 31, 2022 received from the Statutory Auditor's, SS Periwal & Co, the Chartered Accountants shall be tabled before the Board for their perusal and noting.

The Board Members is requested to discuss the matter in brief and pass the following resolution with or without modification (s):

"RESOLVED THAT pursuant to Regulation 33 of the SEBI (LODR) Regulations 2015, the Un-audited Financial Results of the Company Results for the period ended July 31, 2022, as duly reviewed and recommended by the Audit Committee of the Company be and is hereby approved and taken on record;

RESOLVED FURTHER THAT, a Limited review report on the Un-audited Financial Results received from Statutory Auditor's, SS Periwal & Co, the Chartered Accountants be and hereby taken on record;

RESOLVED FURTHER THAT any of the Directors as per Regulation 33 of the SEBI (LODR) Regulations 2015 Company be and is hereby authorized to sign the said Un-audited Financial Results of the Company on behalf of the Board of Directors of the Company."

RESOLVED FURTHER THAT the said Un-audited Financial Results as approved by the Board, be sent to the Stock Exchange(s) where the equity shares of the Company are listed and any Director or Company Secretary of the Company be and is here by authorized to take all necessary steps in this regard."

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AGENDA ITEM-6

TO CONSIDER AND APPROVED THE SCHEME OF ARRANGEMENT

Pursuant to the provisions of Sections 230 to 232 all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016 and other applicable statutory regulations. The draft Scheme of Arrangement required to be approved by the Board of Director of the Company in its meeting prior to the filing with the NCLT the said scheme.

The Board is requested to approve the same and pass the following resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016 and other applicable statutory regulations and subject to applicable provisions of the Memorandum and Articles of Association of the Company, sanction of the NCLT at Delhi having jurisdiction in relation to FHLL and HIL, requisite approvals of the Securities Exchange Board of India (“**SEBI**”), Reserve Bank of India(**RBI**),Bombay Stock Exchange Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”),or such other authorities and such other requisite approval and other consent, permissions and/or sanction of any appropriate authority(ies) , body(ies) (collectively the “**Concerned Authority**”)if applicable and subject to the approval of the shareholders and creditor of Company the draft Scheme of Amalgamation of FHLL with the Company, and their respective shareholders, creditors on the terms and conditions as stated in the Scheme be and is hereby accepted and approved.

RESOLVED FURTHER THAT the meeting(s) of the shareholders and/ or creditors of the Company, if directed by the National Company Law Tribunal, be convened on a day and at a time as directed by the National Company Law Tribunal for the purpose of approving the Scheme of Amalgamation.

RESOLVED FURTHER THAT BSE Limited be and is hereby designated as the “Designated Stock Exchange” for coordinating with SEBI for obtaining approval of SEBI in accordance with SEBI Listing Regulation.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Company’s directors / officers / authorized person(s) elsewhere in these resolutions, the Board be and is hereby authorised,empowered and deemed to have been authorised and empowered to exercise all powers and discharge all functions which the Board is authorised for the purpose of implementing the Scheme, including the following:

- a. to finalise the Scheme in consultation with the Legal Consultants, on the broad terms approved by the Board;
- b. to do and to perform and to authorise the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon sanction of the Scheme by, amongst others, the NCLT(s) and/or SEBI and/or any other regulatory/ Government

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authorities, to implement and to make the Scheme effective, without any further approval of the Board;

- c. to assent to and approve any alteration or modification to the Scheme which the NCLT(s) and / or the SEBI and / or any other regulatory/ Government authorities may require or suggest or deem fit to impose;
- d. to settle any question or difficulty arising under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- e. to make any modifications as the Board may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in the Scheme;
- f. to give such directions as the Board may consider necessary or advisable to settle any question or difficulty arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- g. to approve and authorise execution of any agreements, deeds, documents, declarations, affidavits, writings, etc., (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time, in connection with the Scheme;
- h. to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any change and / or modification are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor's, SEBI, the NCLT (s), and / or any other authority, are in its view not acceptable to the Company, and / or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto;
- i. to authorise the Directors/ Officers of the Company to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment / conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, in each case as may be approved by such directors and / or officers, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters, without any further approval of the Board.

RESOLVED FURTHER THAT any Director, Mr. Rubaljeet Singh Sayal, Mr. Swaranjeet Singh Sayal, Ms. Tanya Sayal and Company Secretary Mr. Sandeep Singh Solanki are Authorized Signatories of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the said Scheme of Amalgamation and to carry out such alterations in the said Scheme of Amalgamation and assent or consent to such conditions as may be imposed by the shareholders and creditors of the Company and/or the National Company Law Tribunal or other regulatory authorities, while sanctioning the said Scheme of Amalgamation."