

**To,****Date: 04.11.2025****The Manager,  
BSE Limited  
Phiroze Jeejeebhoy Towers Dalal Street,  
Mumbai, Maharashtra 400001****The Manager,  
NSE Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai-400051****Company Symbol: HARDWYN****Scrip Code: 541276****ISIN: INE626Z01029****Sub: Corrigendum to the Notice of the 08<sup>th</sup> Annual General Meeting for FY 2024-2025. Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Ma'am,

This Corrigendum is in relation to the Notice of the 08<sup>th</sup> Annual General Meeting (“AGM” / “the Notice”) of FY 2024-2025 dated 15<sup>th</sup> October 2025 which was circulated on 18<sup>th</sup> October, 2025 to the Shareholders of the Company along with the Explanatory Statement in due compliance with the provisions of the Companies Act, 2013 read with relevant rules thereunder.

The AGM is scheduled to be held on 12<sup>th</sup> November 2025 at 12:30 P.M. (IST) through Video Conferencing (‘VC’)/ other Audio-Visual Means (‘OAVM’).

**The Company through this communication wishes to bring to the notice of the shareholders, following changes in the said Notice of Annual General Meeting in terms of suggestions/ comments/ received from the stock exchange**

With reference to the same, we have reissued the notice of AGM in terms of the following changes/ observations received from the stock exchanges:

- i) The notice has been reissued on the Company’s official letterhead.
- ii) The direct link for accessing the valuation report and compliance certificate in pursuant to the provisions of Regulation 163(2) of SEBI ICDR Regulations, has been updated in the notice.
- iii) Under the object clause mentioned in Clause (a) of Item No. 7 of the explanatory statement, details including the full name, nature of business, synergy with the current business of the acquirer company, and the detailed rationale behind the proposed acquisition have been updated.
- iv) The pre-issue shareholding pattern referred to in Clause (f) of Item No. 7 of the explanatory statement has been revised to reflect the position as of September 30, 2025 (previously June 30, 2025).

In view of the aforesaid, we are submitting the Corrigendum of the AGM Notice of the Company. The same is also available on the Company’s Website at [www.hardwyn.com](http://www.hardwyn.com).

This corrigendum and enclosed notice of AGM is for the information of the exchange and members.

**For & on behalf of  
Hardwyn India Limited****RUBALJEET SINGH SAYAL**  
Digitally signed by  
RUBALJEET SINGH SAYAL  
Date: 2025.11.04 14:54:22  
+05'30'**Rubaljeet Singh Sayal  
Managing Director & CFO  
DIN: 00280624**

## **CORRIGENDUM TO THE AGM NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 08<sup>TH</sup> ANNUAL GENERAL MEETING OF HARDWYN INDIA LIMITED WILL BE HELD ON WEDNESDAY, 12<sup>TH</sup> NOVEMBER, 2025 AT 12:30 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (BOTH STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH DIRECTOR'S REPORT AND THE AUDITORS REPORT THEREON;**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2025 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

#### **ITEM NO. 2:**

**TO RE-APPOINT MS. TANYA SAYAL (DIN- 02821564), WHO IS LIABLE TO RETIRE BY ROTATION BEING ELIGIBLE OFFERS HERSELF FOR REAPPOINTMENT.**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

To appoint a Director in Place of Ms. Tanya Sayal (DIN: 02821564) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

**ITEM NO. 3: RE-APPOINTMENT OF M/S S.S. PERIWAL & COMPANY, CHARTERED ACCOUNTANTS (FRN:001021N) AS STATUTORY AUDITORS OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. S.S. Periwal & Company, Chartered Accountants (Firm Registration No. 001021N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 08<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 13<sup>th</sup> AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**SPECIAL BUSINESS:**

**ITEM NO. 4- RE-APPOINTMENT OF MR. RUBALJEET SINGH SAYAL (DIN: 00280624) AS THE MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the provisions of Articles of Association and Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for reappointment of Mr. Rubaljeet Singh Sayal (DIN: 00280624) as the Managing Director of the Company for a period of 5 years with effect from December 01, 2024 till November 30, 2029 on the remuneration as maybe decided by the Board.

**ITEM NO. 5: APPOINTMENT OF M/S. AMIT SAXENA & ASSOCIATES, COMPANY SECRETARIES AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS.**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, Regulation 24A, and applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rule(s), regulation(s), guideline(s), notification(s) or circular(s) issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and/ or any other competent authority, (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), subject to such other approvals as may be necessary, the approval of shareholders of the Company be and is hereby accorded to appoint M/s Amit Saxena & Associates, Company Secretaries (FRN.: S2012DE199500) and Peer Review Certificate No: 3083/2023) as the Secretarial Auditors of the Company to conduct the secretarial audit for a term of 5 (five) consecutive years, starting from April 1, 2025 and ending on March 31, 2030 and submission of secretarial audit report thereon at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as decided by the board of directors of the Company, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and company secretary of the Company be and are hereby severally authorized to perform all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, including filing of the requisite forms or submission of documents with any authority, to give effect to the aforesaid resolution and for the matters connected herewith or related hereto."

**ITEM NO. 6: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 50,00,00,000 (RUPEES FIFTY CRORE) TO 55,00,00,000 (RUPEES FIFTY-FIVE CRORE) AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION**

To consider and if thought fit, to pass the following resolution as **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 50,00,00,000/- (Rupees Fifty crores Only) consisting of 50,00,00,000 (Fifty Crores) Equity Shares of INR 1/- (Rupees One Only) each to INR 55,00,00,000/- (Rupees Fifty-Five crores Only) consisting of 55,00,00,000 (Fifty-Five crores only) Equity Shares of INR 1/- (Rupees one Only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof with the following new Clause V: The Authorized Share Capital of the Company is INR 55,00,00,000/- (Rupees Fifty-Five crores Only) divided into 55,00,00,000 (Fifty-Five crores only) Equity Shares of INR 1/- (Rupees one Only) each.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby, severally, authorized to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

**RESOLVED FURTHER THAT** the Directors or Secretary of the Company be and is hereby, severally, authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

**ITEM NO.7: PREFERENTIAL ISSUANCE OF FULLY PAID-UP EQUITY SHARES TO THE SHAREHOLDERS OF FIBA HARDWYN LOCKS LIMITED (“FHLL”)**

To consider and, if thought fit, to pass the following resolution, as a **SPECIAL RESOLUTION**:

**RESOLVED THAT** pursuant to Sections 23(1)(b), 42, 62(1)(c) read with and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and in accordance with the provisions of the Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("**SEBI ICDR Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ( "**SEBI Listing Regulations**") the listing agreements entered into by the Company with the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”), Stock Exchanges on which the Equity Shares of the Company having face value of Rs.1/- (One) each ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company

(hereinafter referred to as the '**Board**', which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis, at an appropriate time, in one or more tranches up to **2,53,76,751** (Two Crore Fifty-Three Lakh Seventy-Six Thousand Seven Hundred and Fifty-One) equity shares having face value of Rs. 1/- (Rupee One Only) each fully paid-up ("**Swap Shares**") at an issue price of Rs.184/- (Rupees One Hundred Eighty-Four Only) each including at a premium of Rs. 183/- per Equity Share ("**Share Swap Issue Price**"), aggregating to amount not exceeding Rs. 4,66,93,22,184 (Rupees Four Hundred Sixty-Six Crores Ninety-Three Lakhs Twenty-Two Thousand One hundred Eighty-Four Only) ("**Issue Size**"), which is not less than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations, to the proposed allottees, as mentioned below, on preferential basis for consideration other than cash being payment made towards the acquisition of 22,06,674 equity shares ("**Purchase Shares**") representing 33.50% of the shareholding of Fiba Hardwyn Locks Limited ("**FHLL**"), i.e. swap of equity shares at a ratio of 23:2, in exchange of every 2 (Two) equity shares of FHLL, 23 (Twenty-Three) Equity Shares of the Hardwyn India Limited will be issued on preferential basis to the below mentioned persons, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of the Proposed Allottees	Category	No of Swap Shares proposed to be issued	% of post-issued paid-up Share Capital
1	Rubaljeet Singh Sayal	Promoter	97,36,740	1.90
2	Swaran Jeet Singh Sayal	Promoter	3,06,670	0.06
3	Tanya Sayal	Non-Promoter	1,50,26,671	2.92
4	Sukhleen Kaur Sayal	Non-Promoter	3,06,670	0.06
	<b>Total</b>		<b>2,53,76,751</b>	<b>4.94</b>

**RESOLVED FURTHER THAT** the "**Relevant Date**", as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is **Monday, October 13<sup>th</sup>, 2025** i.e., being the date 30 (Thirty) days prior to the meeting of the members of the Company is proposed to be held to consider the Preferential issue of equity shares.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (i) The Swap Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the BSE and NSE and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- (ii) The Swap Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this special resolution by Members of the Company, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (iii) Swap Shares Issue Price is determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, considering that the allotment of Equity Shares is through swap shares, based on the valuation report dated **Wednesday, October 15<sup>th</sup>, 2025** issued by Mr. Hitesh Jhamb, Registered Valuer (IBBI Registration No.: IBBI/RV/11/2019/12355) ("**Valuation Report**"). The Valuation Report will be available for inspection by the members by accessing the website of the Company at <https://www.hardwyn.com/wp-content/uploads/2025/10/Valuation-Report.pdf> ;
- (iv) The Swap Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- (v) The Swap Shares to be allotted to the Proposed Allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- (vi) The Swap Shares proposed to be issued to the Proposed Allottees are being allotted for consideration other than cash, in exchange for the shares of FHLL held by the Proposed Allottees. Such issuance is in discharge of the total purchase consideration payable by the Company for the acquisition of the said shares and shall constitute full and final consideration for the Swap Shares to be allotted by the Company pursuant to this resolution.
- (vii) The pre-preferential shareholding, if any, of the Proposed Allottees shall be under lock-in for such period as may be prescribed under the Chapter V of SEBI ICDR Regulations; and
- (viii) The Swap Shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

**RESOLVED FURTHER THAT** subject to the receipt of such other approvals as may be required under applicable laws, the Board of Directors of the company be and is hereby authorised to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Preferential Issue after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated October 15<sup>th</sup>, 2025 issued by M/s. Amit Saxena & Associates, Practicing Company Secretaries certifying, inter alia, that the preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record and will be available for inspection by the members by accessing the website of the Company at <https://www.hardwyn.com/wp-content/uploads/2025/10/Compliance-Certificate-Hardwyn.pdf>.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company, any other director(s) and/ or officer(s) of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.

**For & on behalf of  
Hardwyn India Limited**

Sd/-

**Date: 04.11.2025  
Place: New Delhi**

**Rubaljeet Singh Sayal  
Managing Director  
DIN:00280624**

**Notes:**

Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the 07<sup>th</sup> Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 08<sup>th</sup> AGM of the Company is being held through VC/OAVM on Wednesday, November 12, 2025 at 12:30 p.m. (IST). The proceedings of the AGM will be conducted at the Registered Office of the Company B-101, Phase-1, Mayapuri, South West Delhi, New Delhi, India, 110064, which shall be the deemed venue of the AGM. The detailed procedure for participating in the Meeting through VC/OAVM is given herein below.

1. The Company has appointed CDSL to provide the VC/ OAVM facility for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes and is also available on the website of the Company at [www.hardwyn.com](http://www.hardwyn.com).
2. Since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.
3. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e -voting or for participation and voting at the AGM through e-voting facility. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail ID [cs@hardwyn.com](mailto:cs@hardwyn.com) to the Scrutinizer.
4. Pursuant to Section 100 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual report and other communications through electronic mode to those Members who have registered their email address either with the Company or Depository Participant(s). Members of the Company who have registered their email address are entitled to receive such communication in physical form, upon request.
5. The facility for joining the meeting shall be kept open for 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

6. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
7. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
8. Members may note that the Notice of the 08<sup>th</sup> AGM and the Annual Report 2024-25 will also be available on the Company's website i.e. [www.hardwyn.com](http://www.hardwyn.com) For any communication or assistance, the Members may also send requests to the Company's investor E-mail ID: [cs@hardwyn.com](mailto:cs@hardwyn.com).
9. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 08<sup>th</sup> AGM along with the Annual Report 2024-25, inter alia, indicating the process and manner of attending the meeting through VC/OVAM and Remote e-Voting is being sent only through electronic mode to those Members whose E-mail IDs are registered with the Company/ RTA/ Depository Participant(s) for communication purposes.
10. All members are requested to make their correspondence in relation to the shares in physical and Demat to our Registrar and Share Transfer Agent i.e. Skyline Financial Services Pvt. Ltd. at its office at D153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110 020 as and when required. Members holding shares in physical form are requested to dematerialize their shares. Members holding shares in physical mode are requested to intimate change in their address (if any), to Skyline Financial Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company, located at D153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110 020, at the earliest quoting their registered folio number. Members holding shares in Electronic mode are requested to send the intimation of Change of their address, if any, in respect of shares held by them to the concerned Depository Participant. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agents.
12. Pursuant to the amendment of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in Demat mode. Hence investors are encouraged to demat their physical holding for any further transfer. Further with reference to the Securities and Exchange Board of India circular (Ref. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018) about their direction in updating the details of PAN and bank account of security holders holding securities in physical form, wish to inform that the security holders whose folio(s) have not been updated with PAN and Bank Account details, or where there is any change in the bank account details provided earlier, are required to furnish the details to RTA/ Company for registration / updation.
13. As per Rule 3 of Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status,

Nationality. We request all the Members of the Company to update their details with their respective Depository Participants in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.

14. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
15. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Skyline Financial Services Pvt. Ltd. on [www.skylinerta.com](http://www.skylinerta.com).
16. In Compliance with the MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository. Members may note that the Notice and Annual Report will also be available on the Company's website [www.hardwyn.com](http://www.hardwyn.com) and website of the stock exchange i.e. Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of Company's & Registrar and Transfer Agent.
17. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
18. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
19. Members may kindly note that no 'Gifts' will be distributed at the Annual General Meeting.
20. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.
21. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [cs@hardwyn.com](mailto:cs@hardwyn.com) for obtaining the Annual Report and Notice of e-AGM.
22. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their vote electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may attend the

AGM but shall not be entitled to cast their vote again. Instructions and other information relating to e-voting are given in this Notice under Note No. 25.

23. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 03<sup>rd</sup> November, 2025 to Wednesday, 12<sup>th</sup> November, 2025 (both day inclusive)**.
24. M/s Amit Saxena & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

**25. Voting Through Electronic Means:**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b) The Board of Directors of the Company has appointed M/s Amit Saxena & Associates, Company Secretaries, New Delhi as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- c) **The cut-off date for the purpose of voting (including remote e-voting) is Monday, 03<sup>rd</sup> November 2025.**
- d) Remote e-voting facility will be available during the following period:

Commencement of remote e-voting	09.11.2025 at 09:00 A.M. (Sunday)
Conclusion of remote e-voting	11.11.2025 at 05:00 P.M. (Tuesday)

**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic

means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at-least 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 and 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 ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.hardwyn.com](http://www.hardwyn.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No.20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat modes

- (i) The voting period begins on 09.11.2025 at 09:00 A.M and ends on 11.11.2025 at 05:00 P.M. 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 03.11.2025 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.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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.

Pursuant to abovesaid 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 Login Method shareholders**

- |  |  |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | 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. |
|--|--|

- 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 & 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.
- 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 e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> 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 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.

<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.nsdl.com">https://eservices.nsdl.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.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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 <b>Depository Participants</b></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</p>

website 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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
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 1800 22 55 33
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

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (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 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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.
Dividend Bank Details <b>OR</b> 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. 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.

- (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 <Hardwyn India Limited > on which you choose to vote.  
  
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.

- (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 favor 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; [service@vvanda.com](mailto:service@vvanda.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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**.
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 1800 22 55 33.

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, Marathon Futurex, 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 1800 22 55 33.



## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ACT)**

### **ITEM NO 4:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Rubaljeet Singh Sayal (DIN: 00280624) as the Managing Director of the Company for a further term of five (5) years commencing from December 01<sup>st</sup>, 2024 to November 30, 2029, subject to approval of the members at the ensuing Annual General Meeting.

Mr. Rubaljeet Singh Sayal has been associated with the Company in a leadership role and has significantly contributed to its growth and strategic direction. His experience, vision, and commitment continue to be instrumental in driving the Company's performance and long-term value creation.

The re-appointment is proposed in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the rules made thereunder, as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of his re-appointment, including remuneration, shall be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in accordance with the Company's Nomination and Remuneration Policy and within the limits prescribed under applicable law.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval of the members as an Ordinary Resolution.

### **ITEM NO 5:**

**M/s Amit Saxena & Associates** (FRB.: **S2012DE199500** & Peer Review Certificate No.: 3083/2023) brings rich experience in corporate governance and compliance.

The Board after evaluating the credentials of **M/s Amit Saxena & Associates**, including their experience in conducting secretarial audits for listed companies and past performance, has approved and recommended their appointment as the Secretarial Auditors of the Company for a term of five consecutive financial years, starting from April 1, 2025 and ending on March 31, 2030, for the approval of shareholders.

They have confirmed that they hold a valid peer review certificate from the ICSI and have provided their consent, and confirmation on eligibility for appointment as Secretarial Auditors of the Company under Regulation 24A(1A) of the Listing Regulations. The proposed remuneration to be paid to the Secretarial Auditors for conducting secretarial audit for the financial year 2025-26 would be decided by the board.

It is further proposed to authorize the Board of Directors, to finalize the above remuneration, and to approve any revision in remuneration during the term of the appointment including reimbursement and out of pocket expenses, if any.

The Board of the Company recommends the resolution set out in **Item No. 5** for approval of shareholders as **Ordinary Resolution**.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.



#### ITEM NO.6:

Presently, the Authorized Share Capital of the Company INR 50,00,00,000/- (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of INR 1/- (Rupees One Only) each. In order to facilitate the future requirements of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from INR 50,00,00,000/- (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of INR 1/- (Rupees One Only) each to INR 55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 55,00,00,000 ( Fifty-Five crores) Equity Shares of INR 1/- (Rupees one Only) each ranking pari - passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 6 of this Notice.

#### ITEM NO. 7:

The Board, in their meeting held on Wednesday, October 15<sup>th</sup>, 2025, has approved the proposal for creation and issuance of upto 2,53,76,751 (Two Crore Fifty-Three Lakh Seventy-Six Thousand Seven Hundred and Fifty-One Only) fully paid-up Equity Shares of the Company having face value of Rs. 1/- (Rupees One only) each, at an issue price of Rs. 184/- (Rupees One Hundred and Eighty-Four only) per equity share (including a premium of Rs. 183/- (Rupees One Hundred Eighty-Three), aggregating to an amount not exceeding **Rs. 4,66,93,22,184/-** (Four-Hundred and Sixty-Six Crores Ninety-Three Lakh Twenty-Two Thousand One Hundred and Eighty-Four only) (“**Issue Size**”), for consideration other than cash , to the proposed allottees belonging to “**Promoter and Non-Promoter**” category of the Company, which is not less than the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations and the valuation report received from Registered Valuer, on preferential basis, on such terms and conditions as determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The consideration for the preferential issue is consideration other than cash i.e. swap of equity shares towards payment of the total purchase consideration of up to **Rs. 4,66,93,22,184** (Four-Hundred and Sixty-Six Crore Ninety-Three Lakh Twenty-Two Thousand One Hundred and Eighty-Four only) payable by the Company to the shareholders of FHLL. The swap ratio is 23: 2 i.e. in exchange of every 2 equity shares held by the proposed allottees in FHLL, 23 equity shares of Hardwyn India Limited are to issued.

The approval of the members of the Company is accordingly being sought by way of a ‘**Special Resolution**’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018.



The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

**a. Objects of the Preferential Issue:**

To discharge the liability of the Company in relation to acquisition of upto 22,06,674 (Twenty-Two Lakh Six Thousand Six Hundred and Seventy-Four) fully paid-up Equity shares of Rs.10/- each of Fiba Hardwyn Locks Limited (“FHLL”), an associate Company, from the Proposed Allottees for consideration other than cash.

Fiba Hardwyn Locks Limited, a public company incorporated under the Companies Act, 1956 (CIN: U28933DL2005PLC139819, and having its registered office at C-147 Mayapuri, INDL Area phase II, New Delhi, Delhi, India, 110064 (the “Company”) is engaged in the business of manufacturers, drawers developers, rollers, rerollers, extruders, converters, makers, designers, importers, exporters, agents, stockiest, brokers, traders, distributors, suppliers, providers, job-workers, dye casters, metallurgists, wholesalers, retailers, concessionaires, fabricators, cutters, moulders, or otherwise to deal in hardware products of all shapes, sizes, varieties, dimensions, specifications, descriptions, applications and uses such as rods, nuts, bolts, nails, springs, metal plates, circles, cables, coils, conductors, doors, windows, locks, whether made of iron or its combination with plastic, fiber, aluminium, copper, and any other ferrous or non-ferrous materials and having Authorised Share Capital of Rs. 6,80,00,000/- (Rupees Six Crore Eighty Lakh only) divided into 68,00,000 (Sixty-Eight Lacs) Equity shares of Rs. 10/- (Rupees Ten) each and Paid-up Share Capital of Rs. 6,58,66,800/- (Rupees Six Crore Fifty-Eight Lakh Sixty-Six Thousand Eight Hundred Only).

The Board of Hardwyn India Limited (“HIL”) has decided to make strategic investment by way of secondary acquisition of up to 22,06,674 (Twenty-Two Lakh Six Thousand Six Hundred and Seventy Four) Fully Paid-up Equity Shares of face value of Rs.10/- (Rupee Ten only) each of FHLL, representing 33.50% (Thirty-Three point Five percent) of the Total Paid-Up Equity Share capital of FHLL, from the proposed allottees and in exchange issue 2,53,76,751 (Two Crore Fifty-Three Lakh Seventy-Six Thousand Seven Hundred and Fifty-One) Equity Shares of HIL to the proposed allottees on a preferential basis.

Through this acquisition, the Company proposes to acquire the 33.50% shareholding of FHLL. This action would result in a strong financial position and consequently greater value for the shareholders.

The proposed acquisition of Fiba Hardwyn Locks Limited (“Fiba”) by Hardwyn India Limited (“Hardwyn”) is aimed at achieving business synergies and strategic alignment between two companies operating in the same line of business. Both entities are engaged in the manufacturing, trading, and distribution of architectural hardware, fittings, and related accessories.

The acquisition will enable operational integration, resource optimization, and cost efficiency, leveraging the combined manufacturing, marketing, and distribution strengths of both companies. Operating under a unified structure will lead to streamlined management, better coordination, and enhanced decision-making.

The consolidation is expected to improve the financial performance and profitability of the merged entity, thereby generating long-term value for shareholders through stronger market presence and improved asset utilization. The presence of a common management team with industry expertise will further ensure smooth integration and effective post-acquisition operations.



**b. Monitoring of Utilization of Funds:**

The Issue size exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed named *Acuite Ratings & Research Limited*, a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“Monitoring Agency”).

**c. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:**

The Board of Directors of the Company at their meeting held on Wednesday, October 15<sup>th</sup>, 2025 had, subject to approval of the members of the Company (“Members”) and such other approvals as may be required, approved the issue of up to **2,53,76,751** (Two Crore Fifty-Three Lakh Seventy-Six Thousand Seven Hundred and Fifty-One Only) Equity Shares of HIL for consideration other than cash towards payment of the total purchase consideration of up to **Rs. 4,66,93,22,184** (Four Hundred Sixty-Six Crore Ninety-Three Lakh Twenty-Two Thousand One-Hundred and Eighty-Four), by HIL to the shareholders of FHLL, for acquisition of up to **22,06,674** (Twenty-Two Lakh Six Thousand Six Hundred Seventy-Four) Fully paid-up Equity Shares of Face Value of Rs. 10/- each of FHLL, held by the proposed allottees belonging to the “promoter” and “non-promoter” category of HIL, at an issue price of Rs. 184/- (Rupees One Hundred and Eighty-Four only) per equity share, determined in terms of Chapter V of SEBI ICDR Regulations.

The issue price, in terms of Chapter V of the SEBI (ICDR) Regulations has been fixed INR 184/- per Equity Share as per Valuation Report dated 15<sup>th</sup> October, 2025 from Mr. Hitesh Jhamb, Registered valuer (IBBI/RV/11/2019/12355) has been obtained for valuation of shares under the Act appointed by the Company is published on the website of the company at <https://www.hardwyn.com/wp-content/uploads/2025/10/Valuation-Report.pdf>

**d. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

As per the terms of the Share Swap Agreement dated October 15<sup>th</sup>, 2025 entered into between Hardwyn India Limited (“HIL”) and proposed allottees for succession and expansion of Business, the consideration for such swapping of shares & issue of **2,53,76,751** (Two Crore Fifty-Three Lakh Seventy-Six Thousand Seven Hundred and Fifty-One Only) Equity Shares to the proposed allottees, who are the shareholders of Fiba Hardwyn Locks Limited.

Further, as per Regulation 163(3) of SEBI ICDR Regulations, a valuation is required to be undertaken by the Independent Registered Valuer where securities are issued on a Preferential basis for consideration other than cash. The Value of the shares has been determined considering the Valuation Report of the Independent Registered Valuer dated 15<sup>th</sup> October, 2025, received from Mr. Hitesh Jhamb, a registered Valuer (Reg. No. IBBI/RV/11/2019/12355) in compliance with Chapter V of the SEBI (ICDR) Regulations is published on the website of the company i.e. <https://www.hardwyn.com/wp-content/uploads/2025/10/Valuation-Report.pdf> .

The Issue price per Equity Shares, to be issued, is fixed at Rs. 184/- which consists of Rs. 1/- as face value and Rs. 183/- as premium per Equity Share.

**e. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue except below mentioned.

Sr. No.	Name of the Proposed Allottee	No of Shares	Category
1	Rubaljeet Singh Sayal	97,36,740	Promoter, Executive Director
2	Swaran Jeet Singh Sayal	3,06,670	Promoter; Executive Director, Chairperson
3	Tanya Sayal	1,50,26,671	Non-Promoter; Non-Executive – Non-Independent Director
	<b>Total</b>	<b>2,50,70,081</b>	

**f. The Shareholding Pattern of the issuer before and after the preferential issue:**

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre preferential issue		Equity Shares to be allotted (pursuant to swap of shares)	Post preferential issue	
	No of Shares	%		No of Shares	%
Promoters and Promoter Group (A)	21,37,74,400	43.77%	1,00,43,410	22,38,17,810	43.56%
Public (B)	27,46,59,654	56.23%	1,53,33,341	28,99,92,995	56.44%
Total (A) + (B)	48,84,34,054	100%	2,53,76,753	51,38,10,805	100%
Custodian (C)	0	0	0	0	0
Grand Total (A) + (B) + (C)	<b>48,84,34,054</b>	<b>100%</b>	<b>2,53,76,753</b>	<b>51,38,10,805</b>	<b>100%</b>

*Notes:*

- The pre-issue shareholding pattern is as on the latest shareholding pattern filed with BSE and NSE i.e. September 30, 2025.*
- Post-shareholding structure may change depending upon any other corporate action in between.*

**g. Proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI ICDR Regulations, preferential allotment of the said equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

**h. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

Not applicable since the Company has not made preferential issue of any Security during the year.

**i. The identity of the natural persons who are ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

All the allottees are natural persons.

**j. The name of the proposed allottees and the percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue:**

S. No.	Name of the Proposed Allottee	Pre preferential issue		Equity Shares to be allotted (pursuant to swap of shares)	Post preferential issue	
		No of Shares	%		No of Shares	%
1	Rubaljeet Singh Sayal	11,57,77,200	23.70	97,36,740	12,55,13,940	24.43
2	Swaran Jeet Singh Sayal	9,79,97,200	20.06	3,06,670	9,83,03,870	19.13
3.	Tanya Sayal	Nil	Nil	1,50,26,671	1,50,26,671	2.92
4.	Sukhleen Kaur Sayal	46,254	0.01	3,06,670	3,52,924	0.07
	<b>Total</b>	<b>21,3820,654</b>	<b>43.78</b>	<b>2,53,76,751</b>	<b>23,91,97,405</b>	<b>46.55</b>

*Notes:*

1. Post shareholding structure may change depending upon any other corporate action in between them.

**k. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**l. Lock-in Period:**

- (i) Equity Shares being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (ii) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**m. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Allotment of the equity shares has been reckoned as Monday, October 13th, 2025, being the working day immediately preceding the date, which is 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on Wednesday, November 12th, 2025.

The Equity shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (“Stock Exchanges”) and are frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, NSE’s stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.



Thus, the **minimum issue price** per Equity Share has been considered higher of the price determined through following methods:

- i. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum issue price at which the Equity Shares may be issued computed to Rs. 13.79/- each, being higher of following:
  - a) Rs. 13.79/- each being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date: or
  - b) Rs. 13.32/- each being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- ii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – Not Applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.

Accordingly, the minimum issue price of the Equity Share on Preferential basis shall be Rs. 13.79/- each and the Board of Directors of the Company has decided to issue Equity Share at Rs. 184/- each.

As per Regulation 163(3) of SEBI ICDR Regulations, the Company has procured a Valuation report dated 15<sup>th</sup> October, 2025, determining the value of the subscription shares, from Independent Registered Valuer viz. M/s Jhamb & Associates (IBBI/RV/11/2019/12355). The said Report is available at the website of the Company at <https://www.hardwyn.com/wp-content/uploads/2025/10/Valuation-Report.pdf>

**n. Undertakings:**

- The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
  - None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
  - None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
  - As the equity shares have been listed on recognized Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
  - None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
  - The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.
- o. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter as required under regulation 162(1)(j) is mentioned below:**

S. No.	Name of the Proposed Allottees	Current Status	Post Status
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1.	Rubaljeet Singh Sayal	Promoter	Promoter
2.	Swaran Jeet Singh Sayal	Promoter	Promoter
3.	Tanya Sayal	Non-Promoter	Non-Promoter
4.	Sukhleen Kaur Sayal	Non-Promoter	Non-Promoter

**p. Practicing Company Secretary's Certificate:**

The certificate from M/s. Amit Saxena & Associates, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link <https://www.hardwyn.com/wp-content/uploads/2025/10/Compliance-Certificate-Hardwyn.pdf>

**q. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:**

The Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice except the Independent Directors and Company Secretary.

**For & on behalf of  
Hardwyn India Limited**

Sd/-

**Date:04.11.2025  
Place: New Delhi**

**Rubaljeet Singh Sayal  
Managing Director  
DIN:00280624**

**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTOR RETIRING BY ROTATION/SEEKING APPOINTMENT/  
RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

<b>Name</b>	Ms. Tanya Sayal
<b>Director Identification Number (DIN)</b>	02821564
<b>Designation/category of the Director</b>	Non-Executive Director
<b>Qualifications</b>	Graduate
<b>Experience (including expertise in specific functional area)</b>	Having rich Experience in the business
<b>Terms and Conditions of Appointment /Reappointment</b>	As mutually agreed
<b>Remuneration last drawn (including sitting fees, if any)</b>	6,00,000 per annum
<b>Date of first appointment on the Board</b>	01.04.2022
<b>Shareholding in the Company as on date of notice</b>	
<b>Number of meetings of the Board attended during the year</b>	09
<b>Directorships of other Boards as on March 31, 2024</b>	1
<b>The Justification for choosing the appointees for appointment as Independent Directors</b>	NA
<b>Membership / Chairmanship of Committees of other Boards as on March31, 2024</b>	NA
<b>Relationship with Other Directors</b>	Ms. Tanya Sayal, Director is Daughter of Mr. Swaran jeet Singh Sayal, Director and Sister of Mr. Rubaljeet Singh Sayal

**For & on behalf of  
Hardwyn India Limited**

Sd/-

**Rubaljeet Singh Sayal  
Managing Director  
DIN:00280624**

**Date: 04-11-2025  
Place: New Delhi**