

To  
The Manager- Listing,  
Bombay Stock Exchange of India Limited  
Phirozejeebhoy Towers  
Dalal Street, Mumbai-400001

Date 08.09.2021

**SUB: Notice of 4th Annual General Meeting of Hardwyn India Limited and intimation regarding closure of Register of Members & Share Transfer Books**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (LODR) Regulation 2015, this is to inform you that the 4<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2020-21 will be held on Wednesday, 29<sup>th</sup> September, 2021 at 11:00 A.M. at B-101, Phase-1, Mayapuri, South West Delhi, New Delhi - 110064

Further pursuant to Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from 17<sup>th</sup> September, 2021 to 29<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company.

This is for your information and record.

Thanking You,

For and on behalf of,  
Hardwyn India Limited  
(formerly known as Gary Industries Limited)

Director

SWARAN JEET SINGH SAYAL  
Director  
DIN: 00280576

**NOTICE IS HEREBY GIVEN THAT THE 04<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF HARDWYN INDIA LIMITED (FORMERLY KNOWN AS GARV INDUSTRIES LIMITED) WILL BE HELD ON WEDNESDAY, 29<sup>TH</sup> SEPTEMBER, 2021 AT 11:00 A.M. AT B-101, PHASE-1, MAYAPURI, SOUTH WEST DELHI, NEW DELHI - 110064 TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

**ITEM NO. 1 - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>st</sup> 2021 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

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

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 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 - APPOINTMENT OF MR. SWARAN JEET SINGH SAYAL (DIN- 00280576), WHO IS LIABLE TO RETIRE BY ROTATION BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT**

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

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Swaran Jeet Singh Sayal (DIN-00280576), who is liable to retire by rotation at this meeting be and is hereby appointed as Director of the Company.”

**SPECIAL BUSINESS:**

**ITEM. 3- APPOINTMENT OF MR. ANKUSH MITTAL (DIN: 08880421) AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or enactment thereof for the time being in force), consent of shareholders of the Company be and is hereby accorded to appoint Mr. Ankush Mittal (DIN: 08880421) as an Independent Director of the Company for a period of five years with effect from 12<sup>th</sup> October, 2020 to 11<sup>th</sup> October, 2025 and he is not liable to retire by rotation.

**ITEM NO. 4 - TO RECLASSIFY THE SHAREHOLDING PATTERN SUBSEQUENT TO OPEN OFFER**

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

**“RESOLVED THAT** pursuant to Regulation 31A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (*including any statutory modifications or re-enactments thereof for the time being in force*), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities as may be necessary, approval of shareholders of the Company be and is hereby accorded to reclassify the existing shareholding pattern by inducting Mr. Swaran Jeet Singh Sayal and Mr. Rubaljeet Singh Sayal as part of promoter & promoter group of the Company in place of R S Services Private Limited, Mrs. Daya Bansal, Mr. Sachin Gupta, Mr. Rishu Agarwal and Mrs. Usha Devi Agarwal (*Existing Promoters & Promoters Group*), as per Regulation 31 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and listing agreement entered with BSE Limited and within the definition of “Promoter” as defined in SEBI (SAST) Regulations, 2011 as amended in replacement of existing promoters i.e. R S Services Private Limited, Mrs. Daya Bansal, Mr. Sachin Gupta, Mr. Rishu Agarwal and Mrs. Usha Devi Agarwal, consequent upon acquisition of full shareholding by Mr. Swaran Jeet Singh Sayal and Mr. Rubaljeet Singh Sayal from existing promoters of the Company in terms of Open Offer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 as amended for substantial acquisition of shares and control over management of the Company and further the existing promoters will not hold any Key managerial position in the Company.

**“RESOLVED FURTHER THAT** the Board and/ or the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

For & on behalf of  
**Hardwyn India Limited**  
(Formerly known as Garv Industries Limited)

Sd/-  
Rubaljeet Singh Sayal  
**Managing Director**  
DIN:00280624

**Date:** September 06,2021  
**Place:** Delhi

**Notes:**

Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated May 12, 2020 permitted convening the annual general meeting ('AGM'/'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. In accordance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and SEBI Circular SEB/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and MCA Circulars, the AGM of the Company is being held through VC/OAVM hereinafter called as 'e-AGM'. However, in pursuant to guidelines issued by Ministry of Home Affairs dated August 29, 2020 for activities permitted during Unlock 4 outside the Containment Zones, the Company will convene the AGM at its registered office of the Company i.e. B-101, Phase-1, Mayapuri, South West Delhi, New Delhi - 110064.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXY FORM IN MGT-11 DULY FILLED UP AND EXECUTED MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING AND HOLDING MORE THAT TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS NOTICE. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
3. Pursuant to Section 100 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual reports 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.
4. 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) website of the stock exchange i.e. Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Company's Registrar and Transfer Agent.

5. 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.
6. 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.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members may kindly note that no 'Gifts' will be distributed at the Annual General Meeting.
10. 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.
11. The Route map and landmark venue of the AGM is enclosed.
12. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
13. Members are requested to address all the correspondence to the **Registrar and Share Transfer Agents, Skyline Financial Services Private Limited** having registered office at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
14. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
15. 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 [rubal.sayal@hardwyn.com](mailto:rubal.sayal@hardwyn.com) for obtaining the Annual Report and Notice of e-AGM.

16. In terms of Section 152 of the Act, Mr. Swaran Jeet Singh Sayal, Director, liable to retire by rotation at the Meeting and being eligible, offer themselves for appointment. The Board of Directors of the Company recommend his appointment.
17. Details of Directors retiring by rotation / seeking appointment/ re-appointment at the ensuing Meeting are provided in the “**Annexure-I**” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
18. 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. 24.
19. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 17<sup>th</sup> September, 2021 to Wednesday, 29<sup>th</sup> September, 2021 (both day inclusive)**.
20. **The Company’s Registrar and Share Transfer Agents, Skyline Financial Services Private Limited** at D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi - 110020.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Skyline Financial Services Private Limited at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020.
22. M/s KMPM & Company, 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.
23. **Voting Through Electronic Means:**
  - a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means (“e-voting”). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting (**remote e-voting**).

- b) The facility for voting through electronic voting system (‘Insta Poll’) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ‘Insta Poll’.
- c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d) The Company shall also provide facility for voting through ballot form/polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- e) The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Authorised Agency to provide remote e-voting facility (*i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting*).
- f) The Board of Directors of the Company has appointed M/s KMPM & Company, Company Secretaries, New Delhi as Scrutinizer to scrutinize the Insta Poll and 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.
- g) **The cut-off date for the purpose of voting (including remote e-voting) is 17<sup>th</sup> September, 2021.**
- h) Remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Sunday, September 26, 2021
Conclusion of remote e-voting	Tuesday, September 28, 2021

Please note that remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

- i) The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.hardwyn.com](http://www.hardwyn.com). The results shall simultaneously be communicated to the Stock Exchanges.

- j) The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

**24. The instructions for shareholders voting electronically are as under:**

(i) 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.

(ii) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in	1) Users who have opted for CDSL Easy/ 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



Demat mode with <b>CDSL</b>	<p>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.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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 <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during</p>

	<p>the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<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 website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

**(k) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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:  
For Shareholders holding shares in Demat Form other than individual and Physical Form

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

	(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <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. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(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) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [rubal.sayal@hardwyn.com](mailto:rubal.sayal@hardwyn.com) (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, 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 022-23058542/43.

For & on behalf of  
**Hardwyn India Limited**  
*(Formerly known as Garv Industries Limited)*

**Sd/-**  
Rubaljeet Singh Sayal  
**Managing Director**  
**DIN:00280624**

**Date:** September 06,2021

**Place:** Delhi

## ANNEXURE-I

**ANNEXURE TO THE NOTICE DATED 06<sup>th</sup> SEPTEMBER 2021****DETAILS OF DIRECTOR RETIRING BY ROTATION/SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSURING ANNUAL GENERAL MEETING**

<b>Name</b>	Mr. Swaran Jeet Singh Sayal
<b>Age</b>	73 Years
<b>Qualifications</b>	Graduate
<b>Experience (including expertise in specific functional area)/Brief Resume</b>	Having experience of more than 20 years
<b>Terms and Conditions of Appointment /Reappointment</b>	As per the resolution passed by the shareholders for appointment of Mr. Swaran Jeet Singh Sayal
<b>Remuneration last drawn (including sitting fees, if any)</b>	Nil
<b>Date of first appointment on the Board</b>	29/08/2019
<b>Shareholding in the Company as on March 31, 2021</b>	34,99,900
<b>Relationship with other Directors / KeyManagerial Personnel</b>	Mr. Swaranjeet Singh Sayal, Director is father of Mr. Rubaljeet Singh Sayal
<b>Number of meetings of the Board attended during the year</b>	8
<b>Directorships of other Boards as on March 31, 2021</b>	1
<b>Membership / Chairmanship of Committees of other Boards as on March31, 2021</b>	NA

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)****ITEM NO. 3**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The Board of Directors of the Company appointed Mr. Ankush Mittal (DIN: 08880421) as an Independent Director w.e.f. 12th October, 2020, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the approval of appointment of Mr. Ankush Mittal (DIN: 08880421) as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 for a period of five year with effect from 12<sup>th</sup> October, 2020 to 11<sup>th</sup> October, 2025.

The Company has received a declaration from Mr. Ankush Mittal (DIN: 08880421) confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received from Mr. Ankush Mittal (DIN: 08880421) consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. His brief resume has not been given here for the sake of brevity.

In the opinion of the Board, Mr. Ankush Mittal (DIN: 08880421) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ankush Mittal is appointed as an Independent Director for a period of Five year from the 12<sup>th</sup> October, 2020.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the Registered Office of the Company during normal business hours on all working up to the date of the Annual General Meeting.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel/ directors, if any.**

Mr. Ankush Mittal (DIN: 08880421) and his relatives are not holding any equity share capital of the Company. Accordingly, he is not having any pecuniary relationship, directly and indirectly, with the Company.



**Disclosure as per Secretarial Standard- 2 to the extent not covered above**

Age	25 years
Qualification	Graduate
Experience	More than 3 Years
Date of Appointment on the Board	12.10.2020
Relationship with other Directors/Manager/ KMP	Nil
No. of Meeting of Board attended during the year	03
Directorship, membership/ chairman of Committee of other Board	Nil
Shareholding in the Company	Nil

**ITEM NO. 4**

Mr. Swaran Jeet Singh Sayal and Mr. Rubaljeet Singh Sayal (**“Acquirers”**) have jointly undertaken to acquire equity shares constituting **68.62%** of the paid-up share capital of the Company from RS Services Private Limited, Mrs. Daya Bansal, Mr. Sachin Gupta, Mr. Rishu Agarwal and Mrs. Usha Devi Agarwal (**“Sellers”/ “Existing Promoter & Promoters”**) in accordance with the Share Purchase Agreement (“SPA”) dated July 09, 2019 executed between the Acquirers and the Sellers. The Acquirers also made an Public Announcement in pursuant to the provisions of the SEBI SAST Regulations, 2011 for acquisition of 26,52,000 equity shares from the public shareholders of the Company.

The Open Offer was commenced from September 04, 2019 to September 18, 2019. In view of acquisition of said equity shares, Mr. Swaranjeet Singh Sayal and Mr. Rubaljeet Singh Sayal has acquired control over the affairs and management of the Company and is desirous of reclassifying themselves as promoters of the Company as per provisions of Securities and Exchange Board of India (*Listing Obligations and Disclosure Requirements*) Regulations, 2015 and SEBI (SAST) Regulations, 2011 as amended.

Now as per Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, reclassification of Promoter & Promoter Group pursuant to the Open Offer may be permitted subject to approval of the shareholders in the general meeting. Accordingly, the Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members as a **Special Resolution**.

Post this acquisition, existing promoters shareholding in the Company shall become Nil and they may not hold any Key Managerial Position in the Company.

Except Mr. Swaranjeet Singh Sayal and Mr. Rubaljeet Singh Sayal, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the Registered Office of the Company during normal business hours on all working up to the date of the Annual General Meeting.

For & on behalf of  
**Hardwyn India Limited**  
*(Formerly known as Garv Industries Limited)*

Sd/-  
Rubaljeet Singh Sayal  
**Managing Director**  
**DIN:00280624**

**Date:** September 06,2021

**Place:** Delhi