



To,
BSE LIMITED
P.J Towers,
Dalal Street Mumbai – 400 001

Date: 13-11-2019

Sub:- Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Dear Sir,

We hereby enclose a copy of the postal ballot notice dated November 12, 2019 (“Postal Ballot Notice”) and postal ballot form.

The Postal Ballot Notice, along with other relevant documents, are being sent to all the shareholders whose names appear in the register of members/ beneficial owners received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CSDL”) as on November 08, 2019, seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of CSDL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Friday, November 15, 2019 (9:00 A.M. IST) and shall end on Saturday, December 14, 2019 (5:00 P.M. IST).

The above information will also be made available on the website of the Company:
<http://www.garvindustries.com/>

This is for your information and records

Thanking you,
Yours Truly

Garv Industries Limited

Swaran Jeet Singh Sayal
Director
DIN: 00280576

GARV INDUSTRIES LIMITED

CIN: L749902017PLC324826

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

E-mail: accounts1@hardwyn.com, Website: www.garvindustries.com

Tel No.: 011-23629277

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable laws, to seek your approval in respect of following Special Business(s), by way of Special Resolution through Postal Ballot, including by way of remote e-voting process.

The Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts pertaining to the said resolution(s), is annexed herewith for your consideration.

SPECIAL BUSINESS

ITEM NO. 1

TO APPOINT MR. RUBALJEET SINGH SAYAL AS MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to Section 152, 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and such other laws, rules and regulations as may be applicable and other approvals as may be required (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for the appointment of Mr. Rubaljeet Singh Sayal (DIN: 00280624) as Managing Director of the Company for a period and upon such terms and conditions including remuneration as mentioned hereinunder:

Particulars	Terms & Conditions
Term Period	Upto 5 years w.e.f. 1 st December, 2019
Salary	A Gross remuneration of Rs. 50,000 (Rupees Fifty Thousand Only) per month inclusive of all perks and facilities upto 3 years In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity & encashment of leave, shall be payable as per policy of the Company
Others	The tenure of Mr. Rubaljeet Singh Sayal shall be liable to retire by rotation during his tenure as Managing director of the Company.

Sitting fees	Mr. Rubaljeet Singh Sayal shall not be paid any sitting fees for attending meetings of the Board/ Committee thereof, during his tenure as Managing Director of the Company.
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RESOLVED FURTHER THAT the revision in remuneration shall be effective from 01st December, 2019 with liberty to the Board to alter and vary these terms and conditions of payment of remuneration as it may deem fit and as may be acceptable to Mr. Rubaljeet Singh Sayal, subject to the provisions of the Companies Act, 2013 including the applicable rules or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' of the Company (hereinafter referred to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/ or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/ or to the extent as may be required, by the lenders, Central Government or any other persons while according their approval.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies and to do all such act and things which are ancillary or incidental to give effect to the above resolution.”

ITEM NO. 2

TO APPROVE REMUNERATION OF MR. SWARAN JEET SINGH SAYAL

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

“RESOLVED THAT pursuant to Section 152, 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and such other laws, rules and regulations as may be applicable and other approvals as may be required (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for the appointment of Mr. Swaran Jeet Singh Sayal (DIN: 00280576) as Chairman & Director of the Company for a period and upon such terms and conditions including remuneration as mentioned hereinunder:

Particulars	Terms & Conditions
Term Period	Upto 5 years w.e.f. 1 st December, 2019
Salary	A Gross remuneration of Rs. 50,000 (Rupees Fifty Thousand Only) per month inclusive of all perks and facilities upto 3 years

	In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity & encashment of leave, shall be payable as per policy of the Company
Others	The tenure of Mr. Swaran Jeet Singh Sayal shall be liable to retire by rotation during his tenure as director of the Company.
Sitting fees	Mr. Swaran Jeet Singh Sayal shall not be paid any sitting fees for attending meetings of the Board/ Committee thereof, during his tenure as Director of the Company.

RESOLVED FURTHER THAT the revision in remuneration shall be effective from 01st December, 2019 with liberty to the Board to alter and vary these terms and conditions of payment of remuneration as it may deem fit and as may be acceptable to Mr. Swaran Jeet Singh Sayal, subject to the provisions of the Companies Act, 2013 including the applicable rules or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' of the Company (hereinafter referred to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/ or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/ or to the extent as may be required, by the lenders, Central Government or any other persons while according their approval.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies and to do all such act and things which are ancillary or incidental to give effect to the above resolution.”

ITEM NO. 3

APPROVAL OF RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT pursuant to the provisions of law, as applicable, including, Section 188 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), each as amended from time to time and all other applicable laws, if any, and the Company's policy on related party transaction(s), approval of the shareholders be and is hereby accorded for transactions upto Rs. 5,00,00,000 (Rupees Five Crore Only for each entity) in single transaction or in tranches to be

entered between the Company and Fiba Hardwyn Locks Limited & Hardwyn Industrial Trading Corporation, a related party of the Company within the meaning of Section 2(76) of the Act and LODR Regulations, in connection with the purchase of goods and services from time to time on such terms and conditions as the Board of Directors may deem fit, in compliance with any requirements of applicable laws.

RESOLVED FURTHER THAT Mr. Rubaljeet Singh Sayal - Managing Director and Mr. Swaranjeet Singh Sayal – Chairman & Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution including without limitation execution of any and all documents, powers of attorney, letters of authority, applications, representations and to do all acts, deeds and things which are ancillary or incidental to any of the above and to delegate all or any of the powers conferred on them by or under this resolution."

ITEM NO. 4

APPROVAL OF RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT pursuant to the provisions of law, as applicable, including, Section 188 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), each as amended from time to time and all other applicable laws, if any, and the Company's policy on related party transaction(s), approval of the shareholders be and is hereby accorded for transactions upto Rs. 1,00,000 (Rupees One Lakh) per month to be entered between the Company and Ms. Harpreet Kaur Sayal, a related party of the Company within the meaning of Section 2(76) of the Act and LODR Regulations for payment of rental by the Company to Ms. Harpreet Kaur Sayal for the premises situated at B- 101, Mayapuri Industrial Area, Phase I, New Delhi- 110064 and used by the Company for its registered office on such terms and conditions as the Board of Directors may deem fit, in compliance with any requirements of applicable laws.

RESOLVED FURTHER THAT Mr. Rubaljeet Singh Sayal - Managing Director and Mr. Swaranjeet Singh Sayal – Chairman & Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution including without limitation execution of any and all documents, powers of attorney, letters of authority, applications, representations and to do all acts, deeds and things which are ancillary or incidental to any of the above and to delegate all or any of the powers conferred on them by or under this resolution."

ITEM NO. 5

APPOINTMENT OF AUDITORS IN CASUAL VACANCY

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

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions law, if any, of the Companies Act, 2013, and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s S. S Periwal & Co., Chartered Accountants (Firm Reg. No. 001021N) be and are hereby appointed as a Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sadana & Co., Chartered Accountants (Firm Reg. No. 011616N) and to hold office until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit for the year ended 31st March, 2020 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved the Board of Directors.”

RESOLVED FURTHER THAT Mr. Rubaljeet Singh Sayal - Managing Director and Mr. Swaranjeet Singh Sayal – Chairman & Director of the Company be and are hereby jointly and/or severally authorized to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and to do all acts, deeds and things which are ancillary or incidental to any of the above and to delegate all or any of the powers conferred on them by or under this resolution.”

ITEM NO. 6

APPROVAL FOR CHANGE IN NAME OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of shareholders of the Company be and is hereby accorded for change of name of the Company from **“Garv Industries Limited”** to **“Hardwyn India Limited”**.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name **“Garv Industries Limited”** as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name **“Hardwyn India Limited”**.

RESOLVED FURTHER THAT Mr. Rubaljeet Singh Sayal - Managing Director and Mr. Swaranjeet Singh Sayal – Chairman & Director of the Company be and is hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

ITEM NO. 7

APPROVAL FOR ALTERATION IN MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

RESOLVED THAT pursuant to the provision of Section 4, 13 and other applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, Clause III (A) [Main Objects Clause] of the Memorandum of Association of the Company be and is hereby altered / amended by substitution of the Clause 1 by following new Clause 1 as mentioned hereinunder:

- 1. To carry on the business of manufacturing, importing, exporting, trading of all type of goods including but not limited to hardware goods, kitchen equipments including modular kitchen, home furnishers & to do all types of metals and metal compounds whatsoever, whether ferrous or non-ferrous and buying, selling, reselling, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in all type of goods on retail as well as on wholesale basis in India or elsewhere.*

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this Resolution.

**By Order of the Board
For Garv Industries Limited**

Sd/-

Rubaljeet Singh Sayal
Managing Director
DIN: 00280624
124-A, Central Avenue,
Sainik Farms,
Tigri, Hauz Khas,
New Delhi- 110062

Date: 12.11.2019

Place: New Delhi

NOTES:

1. The statement pursuant to Section 102 (1) read with Section 110 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution(s) is annexed hereto.
2. The Postal Ballot Notice along with the Form is being sent to all the Members of the Company, whose name appear in the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Friday, November 8, 2019 (“**Cut-off date**”). The Notice is available on the Company’s website viz. www.garvindustries.com.
3. The Notice along with the Postal Ballot Form is being sent to the Members in electronic form on their e-mail ID registered with their Depository Participants (in case of electronic shareholding) / Company’s Registrar and Transfer Agent (in case of physical shareholding). For Members, whose e-mail ID are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
4. A person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be entitled to vote through Postal Ballot / e-voting on the resolution(s) set forth in the Notice. The voting rights of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only.
5. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for Postal Ballot are required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every Client ID/Folio No. irrespective of the number of joint holders. In case shares are held jointly, the Postal Ballot Form shall be completed and signed by the first named Member, and in his/her absence by the next named Member.
7. The Board of Directors at its meeting held on November 12, 2019, has appointed Mr. Vikas Kumar Verma, Company Secretary-in-Practice (CP No. 10786) as Scrutinizer to scrutinize the voting through Postal Ballot and remote e-voting process, in a fair and transparent manner.
8. **Members who have not registered their e-mail address, are requested to register the same with the Company’s Registrar and Transfer Agent / Depository Participant(s) to enable the Company to send future communication(s) in electronic form.**
9. Relevant documents referred to in this Postal Ballot Notice are available at the Registered office of the Company for inspection by the members without any fee on all business days (i.e. except Saturday, Sunday and Public holidays) during 10:00 a.m.to 4:00 p.m. from the date of dispatch of this Notice till the last date of receipt of Postal Ballot Forms and remote e-voting i.e. Saturday, December 14, 2019.
10. Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended

from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR), Members are provided the facility to cast their vote on resolutions set forth in the Notice, through remote e-voting facility and has engaged the services of Skyline Financial Services Private Limited (Skyline), the Registrar & Share Transfer Agent of the Company, as the authorized agency to provide the remote e-voting facility. **Members can opt for only one mode of voting i.e., either by Postal Ballot or remote e-voting.** In case Members have cast their votes through both the modes, then voting done by remote e-voting shall only be considered by the Scrutinizer, and votes cast through Postal Ballot will be treated as invalid. A member cannot exercise his/her vote by proxy on Postal Ballot. **Members are requested to carefully read the “Procedure and instructions for remote e-voting” outlined hereunder.**

11. Remote e-voting facility will be available during the following period:

Commencement of E-voting	From 9.00 AM on November 15, 2019 (Friday)
End of E-Voting	Upto 5.00 PM on December 14, 2019 (Saturday)

Remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by Skyline upon expiry of aforesaid period.

12. Pursuant to the provisions of Regulation 36 of the SEBI LODR and Clause 1.2.5 of Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, details of Directors, are annexed herewith.

13. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

The procedure and instructions for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• 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 (iv).

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. PROCEDURE FOR CASTING VOTE THROUGH POSTAL BALLOT FORM

- (i) Members desiring to exercise vote by Postal Ballot shall complete the enclosed Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid Business Reply Envelope. However, envelopes containing Postal Ballot Forms, if sent by courier or by registered post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Ballot Form duly completed and signed

should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Saturday, December 14, 2019. Any Postal Ballot Form received after 5.00 p.m. on Saturday, December 14, 2019, shall be treated as if the reply from the member has not been received. The Company shall not be responsible for the loss or delay attributable to the Postal Department/ Courier Agency or for reasons beyond the control of the Company or the Postal Department/ Courier Agency.

Members are requested to carefully read the instructions printed overleaf the Postal Ballot Form, before exercising their votes.

(ii) Members who have received the Postal Ballot Notice by e-mail and who wish to vote in physical form / seeking a duplicate copy of Postal Ballot Form may download the Postal Ballot Form attached to the e-mail or from the website of the Company i.e. www.garvindustries.com or seek duplicate copy of Postal Ballot Form from Skyline Financial Services Private Limited having registered office at D 153, 1st Floor, Okhla Industrial Area, Phase I, New Delhi- 110020, so as to reach the Scrutinizer on or before Saturday, December 14, 2019.

15. The Scrutinizer will submit his report to Chairperson or any other person authorized by Chairperson, after completion of the scrutiny of the Postal Ballot Forms and remote e-voting, who shall countersign the same.

16. The results of Postal Ballot will be declared by the Chairperson or any other person authorized by the Chairperson of the Company on Saturday, December 14, 2019 at the registered office of the Company situated at B 101, Phase -1, Mayapuri, New Delhi- 110064. The results shall also be announced to BSE Limited. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. www.garvindustries.com. The results of Postal Ballot and remote e-voting along with the Scrutinizer's report shall also be displayed on the Notice Boards of the Company at its Registered Office at New Delhi.

17. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed as on the last date for receipt of duly completed Postal Ballot forms / e-voting, i.e. Saturday, December 14, 2019.

ANNEXURE TO THE NOTICE DATED 12th NOVEMBER 2019

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

Name	Mr. Rubaljeet Singh Sayal
Age	44 Years
Qualifications	Graduate
Experience (including expertise in specific functional area)/Brief Resume	Having experience of more than 25 years in the hardware products.
Terms and Conditions of Appointment /Reappointment	As per the resolution passed by the shareholders for appointment of Mr. Rubaljeet Singh Sayal
Remuneration last drawn (including sitting fees, if any)	Nil
Date of first appointment on the Board	29/08/2019
Shareholding in the Company as on November 08, 2019	14,00,900 Equity Shares
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Swaranjeet Singh Sayal, Chairman & Director of the Company
Number of meetings of the Board attended during the year	03
Directorships of other Boards as on November 12, 2019	2 (Director in Philco Metal Industries Private Limited & Efficient Devices Private Limited)
Membership / Chairmanship of Committees of other Boards as on November 12, 2019	Nil

**By Order of the Board
For Garv Industries Limited**

Sd/-
Rubaljeet Singh Sayal
Managing Director
DIN: 00280624
124-A, Central Avenue,
Sainik Farms,
Tigri, Hauz Khas,
New Delhi- 110062

Date: 12.11.2019
Place: New Delhi

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1

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

Mr. Rubaljeet Singh Sayal was appointed as Managing Director of the Company w.e.f. 01.12.2019 for a period of 5 years.

It is also being informed that the Nomination & Remuneration Committee of the Company has considered and recommended the above said appointment in its meeting held on November 12, 2019.

In view of aforesaid facts, the Board of Directors of the Company in its meeting held on November 12, 2019 had approved the appointment of Mr. Rubaljeet Singh Sayal as Managing Director of the Company as set out in the Resolution.

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 voting.

Mr. Rubaljeet Singh Sayal & Mr. Swaranjeet Singh Sayal may be deemed to be concerned or interested, financially or otherwise, in respect of his appointment.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1.	Nature of Industry.	Hardware & allied products		
2.	Date or Expected Date of Commencement of Commercial Production.	12 th October, 2017		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4.	Financial performance based on given indicators.	Particulars	2018-19 (Rs. in lacs)	2017-18 (Rs. in lacs)
		Total Income	4215.95	1814.92

		Profit Before Exceptional and Extraordinary Items & Tax	4.20	9.74
		Exceptional Items	Nil	Nil
		Extra Ordinary Items	Nil	Nil
		Profit Before Tax	4.20	9.74
		Tax	1.14	2.47
		Profit After Tax	3.06	7.27
		Equity Capital (No. of Share) (face value Rs. 10)	1,02,00,000	1,02,00,000
5.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. Rubaljeet Singh Sayal is B.Com. He is having more than 25 years of experience in the Hardware Industry.

2. Past Remuneration:

Last withdrawn remuneration of Mr. Rubaljeet Singh Sayal is NIL. Further details of past remuneration paid to Mr. Rubaljeet Singh Sayal are mentioned herein below:

Period	Remuneration Paid (Rs. in Lakhs)
For 2018-19	Nil

3. Recognition or awards:

Mr. Rubaljeet Singh Sayal is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the Company.

4. Job Profile and his suitability:

In the capacity of Managing Director of the Company Mr. Rubaljeet Singh Sayal shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

5. Remuneration proposed:

- a) Gross remuneration of Rupees 50,000/- (Rupees Fifty thousand only) per month inclusive of all perks and facilities.

- b) In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity and encashment of leave, shall be payable as per policy of the Company.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

Since the Company is involved in hardware products, it would not be possible to compare the remuneration payable in similar type of Industry.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Rubaljeet Singh Sayal is holding 13.73% of the equity share capital of the company. In addition to above, his relatives are also holding shares in the company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the Company.

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

Age	44 years
Qualification	Graduate
Experience	25 Years
Date of Appointment on the Board	29/08/2019
Relationship with other Directors/Manager/ KMP	Mr. Swaranjeet Singh Sayal is father of Mr. Rubaljeet Singh Sayal
No. of Meeting of Board attended during the year	03
Directorship, membership/ chairman of Committee of other Board	Directorship in other Companies- 02 Chairman/Member of Committee of other Board- Nil
Shareholding in the Company	14,00,900 Equity Shares

III. OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits:

Due to increase in business expenses of the Company, the Company had earned lower profits during the previous fiscal.

2. Steps taken or proposed to be taken for improvement:

Focus has been placed on diversification of product portfolio so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.

3. Expected increase in productivity and profits in measurable terms:

Looking at the past performance and efforts being made during the year, the Company is expecting significant increase in the sales turnover and profits of the Company during the year 2019-20.

IV. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE V:

Proposed remuneration of Mr. Rubaljeet Singh Sayal is within the limits as prescribed under the provisions of the Companies Act 2013 and Rules made thereunder.

Approval of shareholders by way of special resolution is required for re-appointment of Mr. Rubaljeet Singh Sayal.

The Board recommends for approval by the members the resolution as set out at Item No. 1 of the Notice as a Special Resolution.

Except Mr. Rubaljeet Singh Sayal & Mr. Swaranjeet Singh Sayal, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 1 of the 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 voting.

ITEM NO. 2

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

Mr. Swaran Jeet Singh Sayal was appointed as Director of the Company w.e.f. 29.08.

It is also being informed that the Nomination & Remuneration Committee of the Company has considered and recommended the above said remuneration in its meeting held on November 12, 2019.

In view of aforesaid facts, the Board of Directors of the Company in its meeting held on November 12, 2019 had approved the remuneration of Mr. Swaran Jeet Singh Sayal as set out in the Resolution.

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 voting.

Mr. Rubaljeet Singh Sayal & Mr. Swaranjeet Singh Sayal may be deemed to be concerned or interested, financially or otherwise, in respect of his appointment.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1.	Nature of Industry.	Hardware & allied products
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2.	Date or Expected Date of Commencement of Commercial Production.	12 th October, 2017		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4.	Financial performance based on given indicators.	Particulars	2018-19 (Rs. in lacs)	2017-18 (Rs. in lacs)
		Total Income	4215.95	1814.92
		Profit Before Exceptional and Extraordinary Items & Tax	4.20	9.74
		Exceptional Items	Nil	Nil
		Extra Ordinary Items	Nil	Nil
		Profit Before Tax	4.20	9.74
		Tax	1.14	2.47
		Profit After Tax	3.06	7.27
		Equity Capital (No. of Share) (face value Rs. 10)	1,02,00,000	1,02,00,000
5.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. Swaran Jeet Singh Sayal is Graduate. He is having more than 42 years of experience in the Hardware Industry.

2. Past Remuneration:

Last withdrawn remuneration of Mr. Swaran Jeet Singh Sayal is NIL. Further details of past remuneration paid to Mr. Swaran Jeet Singh Sayal are mentioned herein below:

Period	Remuneration Paid (Rs. in Lakhs)
For 2018-19	Nil

3. Recognition or awards:

Mr. Swaran Jeet Singh Sayal is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the Company.

4. Job Profile and his suitability:

In the capacity of Director of the Company Mr. Swaran Jeet Singh Sayal shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

5. Remuneration proposed:

- c) Gross remuneration of Rupees 50,000/- (Rupees Fifty thousand only) per month inclusive of all perks and facilities.
- d) In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity and encashment of leave, shall be payable as per policy of the Company.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

Since the Company is involved in hardware products, it would not be possible to compare the remuneration payable in similar type of Industry.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Swaran Jeet Singh Sayal is holding 34.30% of the equity share capital of the company. In addition to above, his relatives are also holding shares in the company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the Company.

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

Age	71 years
Qualification	Graduate
Experience	42 Years
Date of Appointment on the Board	29/08/2019
Relationship with other Directors/Manager/ KMP	Mr. Rubaljeet Singh Sayal is son of Mr. Swaranjeet Singh Sayal
No. of Meeting of Board attended during the year	03
Directorship, membership/ chairman of Committee of other Board	Directorship in other Companies- 01 Chairman/Member of Committee of other Board- Nil
Shareholding in the Company	34,98,900 Equity Shares

III. OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits:

Due to increase in business expenses of the Company, the Company had earned lower profits during the previous fiscal.

2. Steps taken or proposed to be taken for improvement:

Focus has been placed on diversification of product portfolio so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.

3. Expected increase in productivity and profits in measurable terms:

Looking at the past performance and efforts being made during the year, the Company is expecting significant increase in the sales turnover and profits of the Company during the year 2019-20.

IV. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE V:

Proposed remuneration of Mr. Swaran Jeet Singh Sayal is within the limits as prescribed under the provisions of the Companies Act 2013 and Rules made thereunder.

Approval of shareholders by way of special resolution is required for approval of remuneration of Mr. Swaran Jeet Singh Sayal.

The Board recommends for approval by the members the resolution as set out at Item No. 2 of the Notice as a Special Resolution.

Except Mr. Rubaljeet Singh Sayal & Mr. Swaranjeet Singh Sayal, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 2 of the 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 voting.

ITEM NO. 3 & 4

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

Your Company proposes to enter into a transaction upto Rs. 5,00,00,000 (Rupees Five Crore Only with each entity) in single transaction or in tranches to be entered between the Company and Fiba Hardwyn Locks Limited & Hardwyn Industrial Trading Corporation, a related party of the Company within the meaning of Section 2(76) of the Act and LODR Regulations, in connection with the purchase of goods and services from time to time on such terms and conditions as the Board of Directors may deem fit, in compliance with any requirements of applicable laws.

Further the Company proposes to enter into a transaction upto Rs. 1,00,000 (Rupees One Lakh Only) per month to be entered between the Company and Ms. Harpreet Kaur Sayal for the premises situated at B- 101, Mayapuri Industrial Area, Phase I, New Delhi- 110064 and used by the Company for its registered office on such terms and conditions as the Board of Directors may deem fit, in compliance with any requirements of applicable laws.

The shareholders are also informed that the aggregate of the above said transaction, during the financial year 2019-2020 may be in excess of 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company, i.e. for the financial year 2018-19.

In terms of the provisions of the Companies Act, 2013 & LODR Regulations, all transaction with related party during a financial year exceeding 10% of the turnover of the Company as per the last audited financial statements of the Company requires approval by shareholders of the Company. Further, in terms the LODR Regulations, all entities falling within the definition of related parties under the LODR Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, for this resolution(s), related parties of the Company (as defined under the LODR Regulations) shall not vote to approve the aforesaid resolution(s).

Furthermore, Section 188 of the Act and the applicable rules framed there under provide that any related party transaction which is not in the ordinary course or on arms-length terms, will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts exceeds the thresholds prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules "). Though your Company believes that the said transactions are in the Company's ordinary course of business and on arm 's length basis, your Company is nonetheless seeking your approval even for purposes of the Act and the relevant rules framed there under.

Pursuant to Rule 15(3) of the Rules, particulars of the transactions with above said entities are provided below:

Particulars	Remarks
Name of the related party	Fiba Hardwyn Locks Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Swaranjeet Singh Sayal and Mr. Rubaljeet Singh Sayal
Nature of Relationship	Related party as per the provisions of Companies Act, 2013 and Rules made thereunder
Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase of goods for a maximum consideration of Rs. 5,00,00,000 in one or more tranches in financial year 2019-20
Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Particulars	Remarks
Name of the related party	Hardwyn Industrial Trading Corporation
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Swaranjeet Singh Sayal and Mr. Rubaljeet Singh Sayal
Nature of Relationship	Related party as per the provisions of Companies Act, 2013 and Rules made thereunder

Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase of goods for a maximum consideration of Rs. 5,00,00,000 in one or more tranches in financial year 2019-20
Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Particulars	Remarks
Name of the related party	Ms. Harpreet Kaur Sayal
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Swaranjeet Singh Sayal and Mr. Rubaljeet Singh Sayal
Nature of Relationship	Related party as per the provisions of Companies Act, 2013 and Rules made thereunder
Nature, material terms, monetary value and particulars of the contract or arrangement	Payment of rent upto a maximum consideration of Rs. 1,00,000 per month for the premises situated at B- 101, Mayapuri Industrial Area, Phase I, New Delhi- 110064 and used by the Company as its registered office
Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The Audit Committee and the Board of Directors of the Company have approved the above said transactions (also a related party of the Company within the meaning of Section 2(76) of the Act and the LODR Regulations) to the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 3 & 4 of the Notice as a Special Resolution.

Mr. Rubaljeet Singh Sayal & Mr. Swaranjeet Singh Sayal may be deemed to be concerned or interested, financially or otherwise, in respect of above said transactions.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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 voting.

ITEM NO. 5

M/s Sadana & Co., Chartered Accountants, Statutory Auditor of the Company had tendered their resignation to continue and conduct of audit of the Company for the financial year 2019 - 2020. Hence to fill up the casual vacancy of the Statutory Auditor, the Company had appointed M/s S. S Periwal & Co., Chartered Accountants in the Board Meeting held on November 06, 2019.

In order to fill up such casual vacancy, the Company has appointed M/s S. S Periwal & Co., Chartered Accountants, to conduct the audit for the period 2019 – 2020, in the Board Meeting held on November, 06, 2019.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the Company needs to approve the appointment of M/s S. S Periwal & Co., Chartered Accountants. Hence, the Company has proposed their approval of the members in the item number 4 of the notice.

Further, the Company has proposed their appointment in the item number 5 of the notice, for the period of 5 (five) years.

The Board recommends for approval by the members the resolution as set out at Item No. 5 of the Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 5 of the 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 voting.

ITEM NO. 6

Mr. Swaranjeet 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 (9SAST) Regulations, 2011 for acquisition of 26,52,000 equity shares from the public shareholders of the Company.

The Open Offer has 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.

In view of the above, the Board of Directors of the Company has decided to change the name of the Company from “Garv Industries Limited” to “Hardwyn India Limited”.

The Registrar of Companies has approved the availability of the desired name i.e. Hardwyn India Limited vide its approval dated October 17, 2019.

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of shareholders by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

The Board of Directors of the Company accordingly commends the special resolution as set out in Item No. 6 of this Notice for your approval.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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 voting.

ITEM NO. 7

The main business of the Company is consisting of manufacturing, importing and exporting, trading of garments, fabrics, home furnishes & to do all types of metals and metal compound whatsoever. The Company to start working towards new revenue streams which are not specifically covered under the main objects of the Company.

Hence, to enable the Company to capitalize on these business opportunities, the Board of Directors of the Company in its meeting held on November 12, 2019 has approved, subject to the consent of the shareholders, amendment in Clause III (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 6 of this Notice. The Board has also approved to streamline and align the existing Object Clause of the MOA of the Company as per the provisions of the Companies Act, 2013. The alteration in the Object Clause of the MOA, as set out in the resolution, is to facilitate Company's entry into new business areas as defined therein. The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently. Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution through Postal Ballot.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Head Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 7 for approval of the members as a Special Resolution.

**By Order of the Board
For Garv Industries Limited
Sd/-**

Rubaljeet Singh Sayal
Managing Director
DIN: 00280624
124-A, Central Avenue,
Sainik Farms,
Tigri, Hauz Khas,
New Delhi- 110062

Date: 12.11.2019

Place: New Delhi

POSTAL BALLOT FORM

(to be returned to the Scrutinizer appointed by the Company)

Name(s) of Shareholder(s)/Beneficial owner
(in BLOCK letters)
(Including joint holder, if any):

Registered Address of the
Sole / First named Shareholder:

Registered Folio No./
DP ID No. & Client ID No.:

Number of Equity Shares held:

I/We hereby exercise my / our vote in respect of the following Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice dated November 12th 2019, by conveying / sending my/ our assent (FOR) or dissent (AGAINST) to the said Special Resolution by placing a tick mark (consent of the Company by sending my / our assent / dissent by placing the tick () at the box below:

S. No	Description of Resolution	No. of equity shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution for appointment of Mr. Rubaljeet Singh Sayal as Managing Director of the Company.			
2.	Special Resolution for approval of remuneration of Mr. Swaran Jeet Singh Sayal, Director of the Company.			
3.	Special Resolution for approval of related party transactions with Fiba Hardwyn Locks Limited & Hardwyn Industrial Trading Corporation for purchase of goods and services.			
4.	Special Resolution for approval of related party transactions with Ms. Harpreet Kaur Sayal for payment of rent upto maximum consideration of Rs. 1,00,000 per month.			

5.	Ordinary Resolution for appointment of M/s S. S. Periwal & Co., Chartered Accountants (Firm Reg. No. 001021N) in casual vacancy.			
6.	Special Resolution for approval for change in name of the Company.			
7.	Special Resolution for alteration in main objects of memorandum of association of the Company.			

Place:

Date:

(Signature of Member)

Electronic Voting Particulars

EVEN (E-voting Sequence Number)	USER ID	Sequence Number

Last date for receipt of postal ballot form by the scrutinizer:, 2019.

NOTE: Please read the instructions printed overleaf and the postal ballot notice date November 12, 2019 carefully, before exercising vote.

Commencement of E-voting	From 9.00 AM on November 15, 2019 (Friday)
End of E-Voting	Upto 5.00 PM on December 14, 2019 (Saturday)

INSTRUCTIONS

1. A member desiring to exercise vote by physical postal ballot should complete this postal ballot form IN ALL Respect and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if sent by courier or registered post at the expense of the member will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence by the next named shareholder.
3. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds; and
 - g. if the form other than the one issued by the Company is used.
4. The Postal Ballot Form shall not be exercised by a Proxy.
5. Duly completed Postal Ballot Form should reach the Scrutinizer appointed by the Company on or before the close of the business hours on **Saturday, December 14, 2019**.
6. A member may request for a duplicate Postal Ballot Form by writing to the Company at registered office or to Skyline Financial Services Private Limited. However, the duly completed form should reach the Scrutinizer not later than the date specified at Point No. 5 above.
7. There will be only one Postal Ballot Form for every Folio/ DP ID Client ID irrespective of the number of joint shareholders. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members / list of beneficial owners as on the Cut-off date i.e. November 8, 2019.
8. Physical Postal Ballot Form signed in a representative capacity must be accompanied by the requisite certified copy of Board Resolution / Power of Attorney/ Authority Letter etc. together with duly attested specimen signature(s) of the authorized signatory(ies). If the same is /are already registered with the Company, please quote the registration number.

9. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
10. Incomplete and unsigned postal ballot forms will be rejected.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
12. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
13. Members have option to vote either through e-voting as per "Procedure and instruction for e-voting" provided in the Notice sent herewith or through Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by Postal Ballot Form also and vice-versa. However, in case a Member cast their vote both via Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
14. The Scrutinizer's decision on the validity of a postal ballot will be final.
15. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark in the appropriate box.
16. The Result of the Postal Ballot will be displayed on the website of the company and will also be published in the newspaper for the information of the shareholders.

ATTENTION TO THE MEMBERS

Members may note that as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, request for transfer of securities held in physical form (except transmission or transposition of securities) will not be processed after March 31, 2019. Members are therefore, requested to dematerialize the securities held by them in physical form on or before March 31, 2019.