



Hindustan Hardy Limited

**42nd ANNUAL GENERAL MEETING NOTICE
(2023 - 2024)**

www.hhardys.com

HINDUSTAN HARDY LIMITED

Regd. Office: Plot No. C-12, M.I.D.C. Area, Ambad, Nashik – 422010, Maharashtra, INDIA.

CIN: L29300MH1982PLC028498, **Website :** www.hhardys.com

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NOTICE

Notice is hereby given that the Forty Second Annual General Meeting of the members of Hindustan Hardy Limited will be held on Friday, 20th September, 2024 at 2.30 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2024.
3. To appoint a director in place of Mr. S. C. Saran (DIN: 00032194) who retires by rotation and being eligible offers himself for reappointment

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT Mr. Navroze Marshall (DIN 0085754), ceased as an Independent Director on May 20, 2024 and was appointed as an Additional Director of the Company by the Board of Directors with effect from May 22, 2024 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Navroze Marshall (DIN 0085754, a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from May 22, 2024 to May 21, 2029 be and is hereby approved.”

5. To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the approval of the Company is hereby accorded to the re-appointment of Ms. Devaki Saran (DIN 06504653), as the Whole-Time Director, designated as “Executive Director and Chief Financial Officer (CFO)” for a further period of three years with effect from August 14, 2024 to August 13, 2027 on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Ms. Devaki Saran.”

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during Ms. Devaki Saran’s term of office as Executive Director and CFO, Ms. Devaki Saran, be paid the remuneration as set out in the Explanatory Statement as minimum remuneration subject to the ceiling limits prescribed in Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board be and is hereby authorized to alter and vary such terms of appointment and remuneration or increase the remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Ms. Devaki Saran without any further reference to the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution”.

6. To consider and if thought fit, to pass the following resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and such other permissions, sanction(s) as may be required, the consent of the Company, be and is hereby accorded to the payment of remuneration to Mr. Vijay Pathak (DIN 02700611), Executive Director and Chief Operating Officer (COO) as approved by the Nomination and Remuneration Committee and Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting for the residual period of his present term from August 14, 2024 to 31st March, 2025.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits during the term of Mr. Vijay Pathak as Executive Director and COO, the aforementioned remuneration comprising salary, perquisites and benefits, Mr. Vijay Pathak, be paid the remuneration as set out in the Explanatory Statement as minimum remuneration subject to the ceiling limits prescribed in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors can alter and vary the remuneration payable to Mr. Vijay Pathak which shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Vijay Pathak be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company for continuing to avail technical and management expertise from Mr. S. C. Saran, Director of the Company on payment of a sum not exceeding Rs. 54,00,000/-per annum to be paid on monthly basis with effect from October 1, 2024.

RESERVED FURTHER THAT the Executive Director & COO / Company Secretary of the Company be and is hereby severally authorized to sign and execute documents /papers if any required in this regard and to do and perform all such acts, deeds and things as may be necessary in this regard.”

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 and subsequent circulars issued in this regard, the latest being September 25, 2023 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Friday, 20th September, 2024 at 2.30 p.m. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the MCA Circulars, since the physical attendance of Members as been dispensed with, there is no requirement of appointment of proxies. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Statement setting out additional information with respect to Directors being appointed/ reappointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are annexed hereto.
5. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 42nd AGM has been uploaded on the website of the Company at www.hhardys.com and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, 18.09.2024 to Friday, 20.09.2024 both days inclusive. .
7. The dividend of ₹2.50 per share (i.e. 25%) on the Equity Shares of the Company of ₹ 10 each, if declared at the AGM, will be paid subject to deduction of income tax at source ('TDS'), as applicable, from 23rd September, 2024 onwards as under:

For Shares held in electronic form:

To all the Beneficial Owners as at the end of the day on Tuesday, 17th September, 2024 (date) as per the list of Beneficial Owners to be furnished by NSDL and Central Depository Services (India) Limited ('CDSL'); and

For Shares held in physical form:

To all the Members, whose names appears in the Company's Register of Members after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on Tuesday, 17th September, 2024.

8. Members are requested to notify immediately any change of particulars such as name, postal address, e- mail address, telephone/mobile numbers, PAN, registering of nomination, bank mandate details etc. :
 - (i) To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) To the Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., Office No. A/106-107, Dattani Plaza, East West Compound, Andheri Kurla Road, SAFED Pool, Sakinaka, Mumbai-400072 in respect of their physical share folios, if any, quoting their folio numbers.

9. The Securities and Exchange Board of India (SEBI) has vide its Circulars dated November 3, 2021 and December 14, 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at https://hhardys.com/_investorinformation.php and furnish the requisite details.
10. Members holding shares in electronic form are advised to send their request for the change of address, bank particulars, residential status or request for transmission of shares etc. to their Depository Participant.
11. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Satellite Corporate Services Private Limited for assistance in this regard.
12. In accordance with Regulation 40 of the SEBI Listing Regulations and SEBI Circulars, as amended, any transfer request would be considered only in demat form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat /electronic form to get inherent benefits of dematerialization.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing any investor service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at https://hhardys.com/_investorinformation.php
14. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company or Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., Office No. A/106-107, Dattani Plaza, East West Compound, Andheri Kurla Road, SAFED Pool, Sakinaka, Mumbai-400072. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, and other

documents as mentioned in this Notice will be available for inspection by the Members. Members seeking to inspect such documents can send their requests to the Company at co@hhardys.com.

16. Pursuant to the provisions of the Act, the amount of dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment shall be credited to the Investor Education and Protection Fund setup by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund.
17. Pursuant to the provision of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the IEPF Rules”) and amendments thereto, shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority except for shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares.

The Members/claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares by making an application to IEPF Authority in Form IEPF-5 (available on FO Login (mca.gov.in)) along with requisite fee as decided by the Authority from time to time. The Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush
- (ii) Members are encouraged to join the Meeting through Laptops for better experience
- (iii) Further, Members required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting

- (iv) Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at co@hhardys.com from Tuesday, 17th September, 2024 (10.00 a.m. IST) to Wednesday, 18th September (5:00 p.m. IST). Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (vi) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 42nd AGM through VC/OAVM facility.
- (vii) Members who need assistance before or during the AGM may contact NSDL on evoting@nsdl.co.in / 022-48867000 and 022-24997000 or contact Mr. Amit Vishal, Asst. Vice President – NSDL or Ms. Shruthi Shetty, Assistant Manager- NSDL evoting@nsdl.co.in / 022-48867000

VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 42nd Annual General Meeting (AGM) by electronic means (Remote Evoting) and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

I. The instructions for members for voting electronically are as under:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="450 456 1271 839">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting <li data-bbox="450 869 1271 997">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="450 1028 1271 1470">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "http://www.cdslindia.com" www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	5. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID <ul style="list-style-type: none"> For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <ul style="list-style-type: none"> For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company <ul style="list-style-type: none"> For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- 6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:**
- (a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?	
1	After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2	Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3	Now you are ready for e-Voting as the Voting page opens.
4	Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5	Upon confirmation, the message “Vote cast successfully” will be displayed.
6	You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7	Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-48867000 or send a request to (Ms. Shruthi Shetty) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 co@hhardys.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to co@hhardys.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- II. The remote e-voting period begins on Tuesday, 17th September, 2024 at 10:00 A.M. and ends on Thursday, 19th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 13th September, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- III. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 13th September, 2024. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast their vote on the resolutions through remote e-voting shall be entitled to vote at the meeting on such resolutions.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

- IV. Ms. Jigyasa N. Ved (FCS 6488) or failing him Mr. Mitesh Dhabliwala (FCS 8331) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting at the meeting and remote e-voting process in a fair and transparent manner.

- V. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting prior to the AGM and e-voting during the AGM and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, **www.hhardys.com** and on the website of NSDL **www.evoting.nsdl.com** immediately after the result is declared by the Chairman and the same shall be communicated to the BSE Limited where the shares of the Company are listed.

By order of the Board

Registered Office:

Plot No. C-12,
M.I.D.C. Area, Ambad,
Nashik – 422 010.

DEVAKI SARAN
EXECUTIVE DIRECTOR & CFO
DIN: 06504653

Place: Nashik.

Date: 20th August, 2024

ANNEXURE TO THE NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Navroze Marshall was appointed as an Independent director of the Company for a term of five years from May 21, 2019 and accordingly, his tenure was completed and he ceased to be a director of the Company on May 21, 2024.

Based on the recommendation of the Nomination and Remuneration Committee and based on his skills, competence, expertise and performance evaluation,, the Board of Directors appointed Mr. Navroze Marshall (DIN 00085754) as an Additional Director and an Independent Director of the Company for a second term of 5 (five) consecutive years from May 22, 2024 to May 21, 2029 not being liable to retire by rotation, subject to the approval of shareholders.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

The Company has received from Mr. Navroze Marshall, a declaration in terms of Section 149 of the Act and the Rules made thereunder and under regulation 16(1) (b) of Listing Regulations stating that he is qualified to be appointed as an Independent Director of the Company. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Marshall has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also submitted a Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Navroze Marshall for the office of Director of the Company.

In the opinion of the Board, Mr. Navroze Marshall, satisfies the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for appointment as an Independent Director and that he is independent of the Management.

The Board considers that his association with the Company would be of immense benefit to the Company.

The terms and conditions of appointment of Mr. Navroze Marshall as an Independent Director are available for inspection at the Registered Office of the Company during normal business hours on all working days.

The Board recommends the resolution as set out at Item no. 4 of the accompanying Notice for the approval by the members of the Company by way of a Special Resolution.

Except Mr. Navroze Marshall, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 5

The Board of directors at its meeting held on 05th August 2024, approved the re-appointment of Ms. Devaki Saran (DIN 06504653) as Whole-time Director designated as Executive Director and Chief Financial Officer (CFO), for a further period of three years, with effect from August 14, 2024 on the terms and conditions including remuneration as approved and recommended by the Nomination and Remuneration Committee, subject to the approval of the Members.

The main terms and conditions of appointment of Ms. Devaki Saran (here in after referred to as "Executive Director & CFO") including remuneration are given below:

Salary & Perquisites: Rs. 6.5 lakhs per month upto a maximum of Rs. 10.00 lacs per month as may be decided by the Board of Directors during the currency of her tenure.

In addition to Salary and Perquisites,

Incentive –2% of net profits computed in manner as laid down in Section 198 of Companies Act, 2013, payable annually.

In the event of loss or inadequacy of profits, in any financial year of the Company during the term of office of Ms. Devaki Saran, Executive Director and CFO, the Company shall pay the aforesaid remuneration as minimum remuneration subject to the ceiling limits prescribed in Schedule V of the Companies Act, 2013.

Her brief resume, the nature of her expertise in specific functional areas, names of companies in which she holds Directorship, Committee Memberships/ Chairmanships, her shareholding etc., are separately annexed hereto.

Ms. Devaki Saran is not debarred or disqualified by SEBI or any other authority to continue to act as a Director of a Company.

The Board is of the opinion that the reappointment of Ms. Devaki Saran as Wholetime Director designated as Executive Director and CFO of the Company for a further period of three years is for the benefit of the business and growth of the Company.

The re-appointment and payment of remuneration to Ms. Devaki Saran, is subject to the approval of shareholders.

Accordingly, the necessary special resolution for reappointment of Ms. Devaki Saran as Whole-time Director designated as Executive Director and CFO and payment of remuneration to her is set out at item no. 5 of the Notice.

Ms. Devaki Saran is interested in resolution at item No. 5 which pertains to her own appointment and remuneration payable to her. Mr. S. C. Saran, Director being a relative may be deemed to be interested in the said resolution.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, concerned or interested, in this resolution.

Item No. 8

Mr. Vijay Pathak (DIN 02700611) was appointed as Wholetime Director designated as Executive Director & COO of the Company from October 10, 2021 upto March 31, 2025 upon the terms and conditions including the terms as to remuneration as approved by the Nomination and Remuneration committee. The said appointment of Mr. Vijay Pathak was approved by the shareholders at the Annual General Meeting of the Company held on 29.09.2021. In terms of the provisions of Schedule V of the Companies Act, 2013, the payment of remuneration to Mr. Vijay Pathak was approved for a period of three years upto August 13, 2024.

The Board of directors at its meeting held on 05th August, 2024, had approved the payment of remuneration to Mr. Vijay Pathak (DIN 02700611), Whole-time Director designated as Executive Director and Chief Operational Officer (COO), for the residual period starting from August 14, 2024 to March 31, 2025 on the following terms, as approved and recommended by the Nomination and Remuneration Committee:

Salary & Perquisites: Rs. 4,62,900 per month and the Total Amount to be paid for the remainder period is 34,71,750/-

Incentive – As may be decided by the Board, payable annually, not exceeding 2% of net profits computed in manner as laid down in Section 198 of Companies Act, 2013,.

In the event of loss or inadequacy of profits, during the remaining term of office of Mr. Vijay Pathak (DIN 02700611), Wholetime Director designated as Executive Director & COO, the Company shall pay the above remuneration as minimum remuneration subject to the ceiling limits prescribed in Schedule V of the Companies Act, 2013.

The payment of remuneration to Mr. Vijay Pathak, for the remaining period of his tenure upto March 31, 2025 would require the approval of the shareholders.

Accordingly, the necessary special resolution for payment of remuneration to Mr. Vijay Pathak, Whole-time Director designated as Executive Director and COO for remaining period of his tenure from August 14, 2024 to March 31, 2025 is set out at item no. 6 of the Notice.

Mr. Vijay Pathak is interested in resolution at item No. 6 as it related to payment of remuneration to him.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, concerned or interested, in this resolution.

Additional information required to be given alongwith a Notice calling General Meeting in respect of Item no. 5&6, as per sub para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information:	
1. Nature of industry	Engineering Industry
2. Date or expected date of commencement of commercial production	The Company has been in the business for many years (16.10.1982)
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	2019-20	2020-21	2021-22	2022-23	2023-24
Turnover *	3,909.84	4,461.30	6,258.26	6,309.11	6,783.92
Net profit (as computed under section 198)	13.15	439.77	497.84	518.65	656.94
Net profit/ (Loss) as per profit and loss account	3.19	318.48	368.22	383.70	659.88
Amount of Dividend paid (Incl DDT)	-		-29.97	-32.97	-37.46
Rate of Dividend declared	-	20%	20%	22%	25%
Earning before interest, depreciation & taxes	105.45	519.48	604.34	656.90	781.81
% of EBIDT to turnover	2.69%	11.64%	9.65%	10.41%	11.52%

* Turnover does not include DEPB and duty drawback, which is included in sales

(5) Foreign investments or collaborators, if any.	NA
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II. Information about the appointee:	Ms. Devaki Saran	Mr. Vijay Pathak
(1) Background details	<p>Name: Ms. Devaki Saran Designation: Executive Director and Chief Financial Officer (CFO) Father's name: Mr. Sanjaya Saran Nationality: Indian Date of Birth: 16.05.1985 Qualifications: B.S. (Mechanical Engg.) from Carnegie Mellon University; M.B.A from Harvard Business School Experience: Financial analyst in the Financial Institutions Group of UBS Investment Bank in New York. She has served as Executive Director & CFO of the Company since 2014.</p>	<p>Name: Mr. Vijay Pathak Designation: Executive Director and Chief Operating Officer (COO) Father's name: Mr. Narhar Pathak Nationality: Indian Date of Birth: 24.04.1960 Qualifications: Govt. Polytechnic, Dhule Experience: 36 years of global experience in management, production and quality control. Trained in TPM, 5S, JIT, TQM, VLFM both in India and Japan. Considerable experience in export component manufacturing, process improvements, value stream mapping and various other manufacturing best practices</p>
(2) Past remuneration	7779850/-p.a	6591050/-p.a

<p>(3) Job profile and his/her suitability</p>	<p>The Executive Director & CFO shall be responsible for financial oversight of the Company. The CFO shall be responsible for:</p> <ul style="list-style-type: none"> • Presenting and reporting accurate • financial information • Controlling cashflow • Budgeting and expense control • Vendor and customer pricing • Forecasting and financial planning • Deciding financing of future investments • Ensuring company is in compliance with regulatory bodies <p>With both an Engineering and a Finance background, the CFO is in a position to understand the financial needs of a manufacturing company and therefore well qualified to be responsible for the financial oversight of the Company.</p>	<p>The Executive Director & COO shall be responsible for operational oversight of the Company. The main responsibilities of the COO shall include:</p> <ul style="list-style-type: none"> • Overall in charge of manufacturing and setting and achieving production targets • Oversight for all shop floor activities which includes, but is not limited to, Production, Production Planning, Quality Assurance, Stores (incoming as well as BSR) and Maintenance. . • Spearheading manufacturing process improvements and initiatives such as 5S, TPM and other manufacturing best practices • Keeping abreast of latest product and manufacturing innovations and introducing these where applicable. • Maintaining discipline on the shop floor and keeping cordial industrial relations. <p>With extensive experience in the industry, deep knowledge of the product and strong leadership and managerial skills the Executive Director and COO is well suited to position the Company on a trajectory of profitable and sustainable growth. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.</p>
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<p>(4) Remuneration proposed</p>	<p>Salary & Perquisites: Rs. 6.5 lakhs per month upto a maximum of Rs. 10.00 lacs per month as may be decided by the Board of Directors during the currency of her tenure.</p> <p>Incentive –2% of net profits computed in manner as laid down in Section 198 of Companies Act, 2013, payable annually.</p>	<p>Salary & Perquisites: Rs. 4,62,900 per month and the Total Amount to be paid for the remainder period is 34,71,750/-</p> <p>Incentive – As may be decided by the Board, payable annually, not exceeding 2% of net profits computed in manner as laid down in Section 198 of Companies Act, 2013,.</p>
<p>(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin)</p>	<p>Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid is low.</p>	<p>Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid is low.</p>
<p>(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</p>	<p>The Executive Director & CFO has no other pecuniary relationship with the Company or with the managerial personnel except the fees being paid to Mr. S. C. Saran, Chairman of the Company who is a relative.</p>	<p>The Executive Director and COO has no other pecuniary relationship with the Company or with the managerial personnel</p>

III. Other information:

1. Reasons for inadequate profits
 - i. Market is highly competitive and margins are shrinking due to price reduction pressure by the OEMs
 - ii. Manufacturing costs are increasing but customers are not willing to pass on any price increases
 - iii. Time period for new customers to come on board is extensive due to lengthy testing requirements
2. Steps taken or proposed to be taken for improvement
 - i. Cost reduction initiative taken across all departments
 - ii. Value engineering to reduce product cost (both raw material cost and manufacturing cost)
 - iii. Focus on more profitable product lines and customer segments
 - iv. New product addition to increase turnover
 - v. Supplier negotiation and rationalization
 - vi. Drive to eliminate all non-value added activities
 - vii. SMED (Single Minute Exchange of Die) to reduce setup time and non-productive hours
3. Expected increase in productivity and profits in measurable terms.
 - i. 10% increase in productivity
 - ii. The company is targeting a 10% net profit margin by FY 26-27

IV. Disclosures:

The remuneration package of Ms. Devaki Saran and Mr. Vijay Pathak has been disclosed above.

The Company does not have any scheme for grant of stock options.

Item 7

The Company has been availing technical and management expertise from Mr. S. C. Saran, Director of the Company upon payment of a sum not exceeding Rs. 36.00 lacs per annum payable on a monthly basis as approved by Board of Directors. The same has been approved by Shareholders at the annual general meeting held on August 5, 2019 and subsequently at annual general meeting held on September 24, 2020.

- The services and expertise provided by Mr. S. C. Saran include the following:
- Designing guidance and manufacturing know how; both for propeller shafts and related products to help the Company diversify its product offering

- Awareness of overseas market as well as contacts in several organisations to help grow exports
- Knowledge of after-market in India to help the Company expand its presence in the after-market

It is proposed to increase the amount payable to Mr. S. C. Saran, Director of the Company, to a sum not exceeding Rs. 54,00,000/- per annum payable on a monthly basis with effect from October 1, 2024 onwards.

In terms of the provisions of section 188 of the Companies Act, 2013, any transaction/s of availing of services from a related party would require the prior approval of shareholders by way of an Ordinary Resolution, which exceeds the thresholds provided in rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, the Ordinary Resolution for approval of the members under Section 188 of the Companies Act, 2013 read with rules made thereunder is being proposed at item no. 7 for approval of the shareholders.

The particulars of the contracts/transactions, pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as aforesaid.

The memorandum of terms and conditions of the transactions to be entered/entered into with Mr. S. C. Saran available for inspection on all working days at the Registered Office of the Company except on Saturday and Sunday.

The related parties shall abstain from voting on this resolution.

Mr. S. C. Saran and Ms. Devaki Saran, relative of Mr. S. C. Saran are interested in the resolution at item no 7.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution set out at Item No. 7.

The Board of Directors recommend the passing of ordinary resolution set forth in the Notice for the approval of members.

Registered Office:

Plot No. C-12,
M.I.D.C. Area, Ambad,
Nashik – 422 010.

**By order of the Board
DEVAKI SARAN
EXECUTIVE DIRECTOR & CFO
DIN: 06504653**

Place: Nashik.
Date: 20th August, 2024

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Particulars	S. C. Saran	Devaki Saran	Navroze Marshall
Date of Birth	06.02.1951	16.05.1985	21.03.1976
Age	72 years	39 years	47 years
Date of First Appointment	09.03.1978	14.08.2014	21.05.2019
Qualification	B.S, in Mechanical Engineering from Carnegie Mellon University in U.S.A, MBA from Columbia Business School	B.S. in Mechanical Engineering from Carnegie Mellon University in the U.S.A., MBA- Harvard Business School	<ol style="list-style-type: none"> 1. MBA (focus on Leadership) from Institute of Management Development (IMD) Lausanne, Switzerland 2. Bachelor of Science and Double Major in Chemical Engineering & Economics from Carnegie Mellon University Pittsburgh, PA, USA 3. International Baccalaureate from United World College of South East Asia (UWC-SEA), Singapore.
Expertise in specific functional area	He has over 50 years of experience in the Automotive Component Industry. Under his stewardship the company has earned a very good reputation both in the domestic and International Markets. He has thorough knowledge of the product and of the automotive component industry as a whole. He also has very good relationships with domestic and global customers.	After graduating with University Honors, she joined UBS Investment Bank in New York City and worked in the Financial Institutions Group focusing on banks and specialty finance companies. Later, she returned to India and started working with the Company.	He has over 21 years of experience in Automotive industry. He was Responsible for developing end-use applications using a patented technology developed by Honeywell (injection molding metallic parts) in Honeywell International (formerly Allied Signal) New Jersey, USA.

Directorships in other companies	1. XLO India Private Limited 2. Business Combine Private Limited 3. Heatly & Gresham (India) Private Limited 4. Hermes Consultants Private Limited	1. Bombay Footwear Private Limited 2. Business Combine Private Limited 3. Xlo India Private Limited 4. Hermes Consultants Private Limited	1. Ador Fontech Ltd. 2. Ador Multi Products Ltd. 3. Marshall Poultry Farm (India) Private limited 4. J N Marshall Pvt. Ltd. 5. Diamtools Pvt. Ltd. 6. J N Marshall Engineering Pvt. Ltd. 7. Sadafuli Finstock Pvt. Ltd. 8. Langford Estates Pvt. Ltd. 9. Nap Apps Pvt. Ltd. 10. Powair Automation Equipments Pvt. Ltd. 11. Corrodyne Coatings Pvt. Ltd. 12. Simmonds Marshall Ltd 13. Desmet Ballestra India Pvt. Ltd. 14. Formex Pvt. Ltd. 15. Ador Powertron Ltd. 16. Ador Welding Limited
Memberships of Committees in other companies (Includes only Audit & Stakeholders Relationship Committee)	-	-	-
No. of shares held in the Company	501	375	
Relationship between directors inter-se	Immediate Relative of Ms. Devaki Saran	She is related to Mr. S. C. Saran, Director of the Company. She is not related to any other Director or Key managerial Personnel	He is not related to any other Director or Key Managerial Personnel
Number of Board meetings attended	4	4	4
Names of Listed entities from which resigned in past 3 years			