



HARIYANA
SHIP BREAKERS LTD

September 07, 2020

To,
BSE Limited
Corporate Relations Department,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 526931
ISIN: INE400G01011
Script Name: HRYNSHP

Sub: Submission of Notice of the 39th Annual General Meeting ("AGM") of Hariyana Ship- Breakers Limited ("The Company")

Dear Sir/Madam,

Please find enclosed Notice of the 39th AGM of the Company scheduled to be held on Wednesday, September 30, 2020 at 09.00 a.m. (IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the businesses, set out in the Notice convening the AGM in compliance with all applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder read with Ministry of Corporate Affairs (MCA) General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI Circular No. SEBI/HO/CFD/ CMDUCIR/P/2020/79 dated May 12, 2020.

The Notice of the 39th AGM along with Annual Report for the financial year 2019-20 is also uploaded on the website of the Company at <http://www.hariyanagroup.com/>

The above is for your information and record.

Thanking you.

Yours faithfully,
For **HARIYANA SHIP- BREAKERS LIMITED**

Rakesh Shantisarup
Renival

Digitally signed by Rakesh Shantisarup Renival
DN: cn=Rakesh Shantisarup Renival, c=IN,
o=Maharashtra, ou=Personal,
serialNumber=7deeb6ac46bdf6210f259197bfd2
c1ee748ec0b4fae773b4d44b82545b287
Date: 2020.09.07 13:57:41 +05'30

RAKESH SHANTISARUP RENIVAL
MANAGING DIRECTOR
DIN: 00029332

Registered Office: 156 – Maker Chambers VI, 220, Jamnalal Bajaj Marg,
Nariman Point, Mumbai- 400 021

Tel: 022 – 22043211; Fax- 22043215 E-mail: secretarial.hariyana@gmail.com

CIN No. L61100MH1981PLC024774 Web Site: www.hariyanagroup.com

ISO Certified (14001:2004/ 9001:2008/ 30000:2009)

NOTICE

Notice is hereby given that the **39th Annual General Meeting** (*"the Meeting"*) of the members of **Haryana Ship- Breakers Limited** (*"the Company"*) (CIN: L61100MH1981PLC024774) will be held on **Wednesday, September 30, 2020 at 09.00 a.m.** through Video Conferencing (*"VC"*) / Other Audio Visual Means (*"OAVM"*) to transact, with or without modification(s), as may be permissible, the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2020 alongwith the reports of the Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2020 alongwith the reports of the Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To re-appoint Mr. Shantisarup Ramkumar Reniwal (DIN: 00040355), who retires by rotation as a Director and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shantisarup Ramkumar Reniwal (DIN: 00040355), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. To approve the re-appointment of Mr. Rakesh Reniwal (DIN: 00029332), as the Managing Director of the Company and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in its meeting held on 13th February, 2020 and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V 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) and other applicable provisions, if any, of the Companies Act, 2013 (*"the Act"*), the relevant provisions of the Articles of Association of the Company and subject to such other approvals, as may be necessary, the Company hereby approves the re-appointment and terms of remuneration of Mr. Rakesh Reniwal (DIN: 00029332) as the Managing Director of the Company for a period of 5 years w.e.f. 01st April, 2020 and upon the terms and conditions as detailed in the explanatory statement attached hereto including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as *"the Board"* which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Rakesh Reniwal in the best interests of the Company and as may be permissible at law.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rakesh Reniwal, 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.”

4. To re-appoint Mr. Pradeep Bhatia (DIN: 02903984) as Non-executive Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), Mr. Pradeep Bhatia (DIN: 02903984), who was appointed as Non-executive Independent Director seeks approval of the Members for a further period (for the second term”) and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term to hold office from the conclusion of 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto.”

5. To re-appoint Mr. Tejasbhai Thakker (DIN: 03017277) as Non-executive Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), Mr. Tejasbhai Thakker (DIN: 03017277), who was appointed as Non-executive Independent Director seeks approval of the Members for a further period (for the second term”) and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term to hold office from the conclusion of 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto.”

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

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Kewlani & Associates, Cost Accountants (Firm Registration No. 003362), appointed by the Board of Directors to conduct

the audit of the cost records of the Company be paid a remuneration for the financial year ending 31st March, 2021 of Rs. 25,000/- plus taxes as may be applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.

On behalf of the Board of Directors
For **Hariyana Ship- Breakers Limited**

Sd/-
Shantisarup Reniwal
Chairman
(DIN: 00040355)

Sd/-
Rakesh Reniwal
Managing Director
(DIN: 00029332)

Date: September 01, 2020

Place: Mumbai

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("AGM/Meeting") is annexed hereto.

Details in pursuance of Regulation 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("*Listing Regulations*") and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting under Item No. 2, 3, 4 and 5 of the Notice, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dilipbcs@gmail.com with a copy marked to evoting@nsdl.co.in

5. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain close from Wednesday, September 23, 2020 to Wednesday, September 30, 2020 (both days inclusive).
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.hariyanagroup.com , website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to secretarial.hariyana@gmail.com
8. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Company has on August 17, 2020 sent notices to the shareholders whose dividend remains unpaid and unclaimed for the Financial Year 2012-13 requesting them to claim the dividend, failing which the said dividend shall be credited to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has given public notice to the shareholders of the company and public at large on August 20, 2020, informing them about the provisions of the Companies Act, wherein the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years are liable to be transferred to the IEPF Authority.

The list of unpaid and unclaimed dividend for the year 2012-13 has been uploaded on the website of the Company and the same can be accessed through the link: <http://www.hariyanagroup.com/investor-relations-hsbl.html>

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, informed the shareholders that the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years are liable to be transferred to the IEPF Authority. The details of shares transferred likely to IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.hariyanagroup.com/investor-relations-hsbl.html>

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Sharex Dynamic (India) Private Limited, for lodging claim for refund of shares and / or dividend from the IEPF Authority.

Further the Due dates for transfer of unclaimed/unpaid dividends for the financial year 2010-11 and thereafter to IEPF are as follows:

FY ended	Declaration Date	Due Date
March 31, 2011	September 30, 2011	November 05, 2018
March 31, 2012	September 28, 2012	November 03, 2019
March 31, 2013	September 30, 2013	November 04, 2020

9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. Instructions for e-voting and joining the AGM are as follows:

A. VOTING

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 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; the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the 39th Annual General Meeting (“AGM”) by electronic means and the business may be transacted through e-voting services. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility and the members may cast their votes using an electronic voting system from a place other than venue of the AGM (i.e., “remote e-voting”).
- b. The remote e-voting period will commence on Sunday, September 27, 2020 (9:00 a.m.) and will end on Tuesday, September 29, 2020 (5:00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e., Wednesday, September 23, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- c. The Company has appointed Mr. Dilip Bharadiya (holding Membership No. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries, Mumbai, to act as the Scrutinizer and to scrutinize the entire e-voting process in a fair and transparent manner.
- d. Members who are present in the meeting through VC / OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- e. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- f. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23, 2020.
- g. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- h. Any person, who acquires shares of the Company and becomes a Member of the Company after sending 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.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- i. Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for remote E-Voting:

The Company has entered into an arrangement with NSDL for facilitating remote e-voting for the AGM. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 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 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 For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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.
- 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 dilipbcs@gmail.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 toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre 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 secretarial.hariyana@gmail.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 secretarial.hariyana@gmail.com

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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial.hariyana@gmail.com same will be replied by the company suitably.

B. OTHER INFORMATION:

- a. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- b. The results alongwith the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.hariyanagroup.com and on the website of NSDL, www.evoting.nsdl.com immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchange i.e. BSE Limited

C. DEMATERIALISATION OF HOLDINGS

- a. In accordance with the amendments to Regulation 40 of SEBI Listing Regulations, to be made effective later, the Securities and Exchange Board of India ("SEBI") has revised the provisions relating to transfer of listed securities, thereby curbing the risks of fraud and manipulation in physical transfer of securities.
- b. In terms of the amendments, requests for effecting transfer of listed securities shall be processed only if the securities are held in dematerialised form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited).
- c. Accordingly, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Company or Sharex Dynamic (India) Private Limited, for assistance in this regard.
- d. Transfer of securities only in demat form will improve ease; facilitate convenience and safety of transactions for investors.

D. SUBMISSION OF MEMBERS' PERMANENT ACCOUNT NUMBER ("PAN")

- a. SEBI has mandated submission of PAN by every participant in the Securities Market. Accordingly, Members holding shares in dematerialised form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Sharex Dynamic (India) Private Limited.
- b. Also, in terms of the Circular dated April 20, 2018 issued by SEBI, Members holding securities in physical form are advised to register their PAN and Bank Account Details with the Company or Sharex Dynamic (India) Private Limited, by sending a duly signed letter alongwith self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. Alternatively, the Members may submit a copy of bank passbook/ statement, duly attested by the Bank. Members holding shares in dematerialised form are requested to ensure that the aforesaid information is submitted/ updated with their respective Depository Participant.
- c. Further, in terms of the SEBI Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or Sharex Dynamic (India) Private Limited with respect to all requests pertaining to transfer of shares, deletion of name, transmission of shares and transposition of shares.

- E.** All the Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants - in case the shares are held by them in dematerialised form and to the Company or Sharex Dynamic (India) Private Limited - in case the shares are held by them in physical form.
- F.** In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.hariyanagroup.com. Members holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or Sharex Dynamic (India) Private Limited.
- G.** Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or Sharex Dynamic (India) Private Limited, quoting their Folio No. or DP ID-Client ID, as the case may be.
- H.** Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the AGM through e-mail on secretarial.hariyana@gmail.com. The same shall be replied by the Company suitably.
- I.** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at Company's email ID secretarial.hariyana@gmail.com at least 7 days in advance. Those Members who have 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.
- J.** Members who would like to express their views or ask questions during the AGM may send their questions at least 7 days in advance to company at secretarial.hariyana@gmail.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at mention Company's email ID. The questions will be suitably replied by the company.
- K.** Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc. from the Company electronically.
- L.** Non-Resident Indian Members are requested to immediately inform the Company or Sharex Dynamic (India) Private Limited or to the concerned Depository Participant(s), regarding:

 - a. the change in the residential status on return to India for permanent settlement; and/or
 - b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.
- M.** Members are requested to please read the "Company's Recommendations to the Shareholders" provided in the "General Shareholder Information" Section of the Annual Report for the Financial Year 2019-20.

On behalf of the Board of Directors
For **Hariyana Ship- Breakers Limited**

Sd/-
Shantisarup Reniwal
Chairman
(DIN: 00040355)

Sd/-
Rakesh Reniwal
Managing Director
(DIN: 00029332)

Date: September 01, 2020
Place: Mumbai

EXPLANATORY STATEMENT

[Pursuant to Section 102 of The Companies Act, 2013 relating to the business set out in the accompanying Notice]

Item No. 3:

Based on the recommendation of the Nomination and Remuneration Committee and approval of Board in its meeting held on 13th February, 2020 and subject to the approval of the members, Mr. Rakesh Reniwal (DIN: 00029332) is proposed to be re-appointed as Managing Director of the Company for a term of 5 years with effect from 01st April, 2020 on the condition that Remuneration shall be paid to the Managing Director in consideration of the performance of his duties are as follows:

Salary & Perquisites:

- (i) Salary to the maximum: Rs. 2,00,000/- per month w.e.f. 01st April, 2020.
- (ii) Increments: Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs. 20,000/- to Rs. 50,000/- per month.
- (iii) Bonus for the financial year, at the discretion of the Company.
- (iv) Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit and applicable provisions of law.
- (v) Provident Fund: Company's contribution not to exceed 12% of salary.
- (vi) Housing: The Company to provide rent free partially furnished, air-conditioned, residential accommodation with telephone, gas and electricity, the monetary value of which may be evaluated as per the Income-tax Rules, 1962.
- (vii) Medical Aid: Medical aid benefits for self and family as applicable to the Officers of the Company, subject to the condition that the cost of medical benefits to the Company shall not exceed Rs. 35,000/- per year.
- (viii) Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum as per the Income-tax Rules, 1962.
- (ix) Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use. If car is leased from an external agency or from spouse, lease rental and fuel expenses will be paid as per rules of the Company.
- (x) Reimbursement of salary of driver and his meal coupons as per rules of the Company.
- (xi) Reimbursement of medical and hospitalization expenses of the Managing Director and his family subject to a ceiling of one month salary in a year.
- (xii) The Company to pay the premium for the Group Insurance Policy taken for Mr. Rakesh Reniwal as per rules of the Company.
- (xiii) The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions).
- (xiv) Leave on full pay and allowances as per rules of the Company for such number of days of leave as may be granted to other employees of the Company.
- (xv) Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed as per Company policy from time to time.
- (xvi) Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company.
- (xvii) Reimbursement of expenses incurred by him in purchase of newspapers, magazines, books and periodicals in accordance with the Company's policy.
- (xviii) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company's policy.

- (xix) Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- (xx) Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

Other Terms and Conditions:

Sitting fees, if any paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof shall be as per the company rules and as permissible at law.

Keeping in view that Mr. Rakesh Reniwal has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to designate him as the Managing Director of the Company.

Further, the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the re-appointment of Mr. Rakesh Reniwal as Managing Director of the Company.

In compliance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V 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) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the terms of re-appointment and remuneration of the Managing Director as specified above are now being placed before the members for their approval.

Mr. Rakesh Reniwal is a Chairman of the Company's Corporate Social Responsibility Committee and Member of the Audit Committee.

Mr. Rakesh Reniwal is interested in the resolution set out at Item No. 3 of the Notice. Mr. Shantisarup Reniwal and Mrs. Unnati Rakesh Reniwal, being related to Mr. Rakesh Reniwal may be deemed to be interested in the said resolution.

The other relatives of Mr. Rakesh Reniwal may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4:

Mr. Pradeep Bhatia (DIN: 02903984) was appointed as Non-executive Independent Director of the Company. The NARC Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Pradeep Bhatia as Non-executive Independent Director for a second term to hold office from the conclusion of 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NARC Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Pradeep Bhatia would be beneficial to the Company and it is desirable to continue to avail his services as Non-executive Independent Director.

Accordingly, it is proposed to re-appoint Mr. Pradeep Bhatia as Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term to hold office from the conclusion of 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company.

Mr. Pradeep Bhatia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Pradeep Bhatia that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Pradeep Bhatia fulfils the conditions for appointment as Non-executive Independent Director as specified in the Act and the Listing Regulations. Mr. Pradeep Bhatia is independent of the management.

Details of Mr. Pradeep Bhatia, in terms of Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standards on General Meetings, also form part of this Notice.

Copy of draft letter of re-appointment of Mr. Pradeep Bhatia setting out the terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company.

Mr. Pradeep Bhatia is interested in the resolution set out at Item No. 4 of the Notice with regard to his reappointment. Relatives of Mr. Pradeep Bhatia may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

Mr. Tejasbhai Thakker (DIN: 03017277) was appointed as Non-executive Independent Director of the Company. The NARC Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Tejasbhai Thakker as Non-executive Independent Director for a second term to hold office from the conclusion of 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NARC Committee, considers that, given his background and experience and contributions made by him

during his tenure, the continued association of Mr. Tejasbhai Thakker would be beneficial to the Company and it is desirable to continue to avail his services as Non-executive Independent Director.

Accordingly, it is proposed to re-appoint Mr. Tejasbhai Thakker as Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term to hold office from the conclusion of 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company.

Mr. Tejasbhai Thakker is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Tejasbhai Thakker that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Tejasbhai Thakker fulfils the conditions for appointment as Non-executive Independent Director as specified in the Act and the Listing Regulations. Mr. Tejasbhai Thakker is independent of the management.

Details of Mr. Tejasbhai Thakker, in terms of Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standards on General Meetings, also form part of this Notice.

Copy of draft letter of re-appointment of Mr. Tejasbhai Thakker setting out the terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company.

Mr. Tejasbhai Thakker is interested in the resolution set out at Item No. 5 of the Notice with regard to his reappointment. Relatives of Mr. Tejasbhai Thakker may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, M/s. Kewlani & Associates, Cost Accountants (Firm Registration No. 003362), to conduct the audit of the cost records of the Company at Rs. 25,000/- plus taxes as may be applicable to be paid as remuneration for the financial year ending 31st March, 2021.

In terms of the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for

passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

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

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE THIRTY NINTH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 2, 3, 4 & 5 OF THIS NOTICE, IN TERMS OF REGULATIONS 26(4) AND 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

A. Brief resume including qualification, experience and expertise in specific functional area:

a) Mr. Shantisarup Reniwal:

Mr. Shantisarup Reniwal (DIN: 00040355), Chairman & Executive Director, forayed into the corporate corridors of power way back in 1981, with an initial start-up in the Ship Recycling Business. A pioneer and front runner, Shantisarup Reniwal leads the group actively involved in the Finance, Tax Planning & development of the group. With over 45 years of vast experience he captains the Iron & Steel Trading Business of the group till date epitomizing the spirit of “dare to dream and learn to excel”.

Hairyana Group is a living testimony to his indomitable will, single-minded dedication and an unrelenting commitment to his goals.

Mr. Shantisarup Reniwal has above 45 years of rich and varied experience in the operations of the Company. He has worked with several businesses of the Group and has richly contributed in many major initiatives of the Group with his widely acknowledged financial acumen and analytical skills. He played an important role by bringing in wider managerial perspectives and leadership experiences, into reviewing the development, growth and operations of the Group’s businesses.

Believing in leading by example, he is involved in the strategic development and expansion of the Ship recycling and real estate investments business. An initiator and risk taker, he drives the group’s expansion and business stratagem which has led to the group’s scaling heights today.

b) Mr. Rakesh Reniwal:

Mr. Rakesh Reniwal (DIN: 00029332), aged 45 years, has completed his MBA in Finance, and Managing Director of Hariyana Ship-Breakers Limited “(HSBL)”, is widely recognized for his path breaking and visionary contributions to spearhead Ship Breaking Industry. His excellent entrepreneurial skills have lead HSBL to climb new heights year after year.

Mr. Rakesh Reniwal has experience of 15 years in re-cycling of ship breaking with Hariyana Group.

His visionary efforts and leader lead approach, together with time tested techniques, have enabled HSBL to lead on every front and stay ahead of time.

Further, he declared that he is not debarred from holding office of director by virtue of any SEBI order or any such authority.

c) Mr. Pradeep Bhatia:

Mr. Pradeep Bhatia (DIN: 02903984), residing in Gujarat and graduated in Bachelor of Arts from

Delhi university in the year 1995. He is very active in community and social causes.

He has over 20 years of vast experience as Trading Commission Agent and possesses appropriate skills, experience and knowledge in fields of finance, management, sales, marketing, administration and corporate governance.

Presently, he is an Independent Director on Board of the Company and the Member of Nomination and Remuneration committee, Audit committee, Stakeholders' Relationship & Share Transfer Committee and Corporate Social Responsibility Committee.

d) Mr. Tejasbhai Thakker:

Mr. Tejasbhai Thakker (DIN: 03017277), residing in Gujarat and completed his H.S.C degree from

Kerala People Education School in the year 1998. He is very active in community and social causes.

He has over 20 years of vast experience as Iron & Steel Broker and possesses appropriate skills, experience and knowledge in fields of finance, management, sales, marketing, administration and corporate governance.

Presently, he is an Independent Director on Board of the Company and the Member of Nomination and Remuneration committee, Audit committee, Stakeholders' Relationship & Share Transfer Committee and Corporate Social Responsibility Committee.

B. Other Details:

Name of Director	Mr. Shantisarup Reniwal	Mr. Rakesh Reniwal	Mr. Pradeep Bhatia	Mr. Tejasbhai Thakker
Director Identification Number (DIN)	00040355	00029332	02903984	03017277
Date of Birth	03/03/1941	20/07/1974	05/07/1954	24/11/1981
Date of First Appointment	09/07/1981	01/02/1993	25/12/2009	12/04/2010
Qualification and Experience	B.A. Vast experience in Ship Recycling Business	MBA in Finance 15 years in re-cycling of ship breaking with Hariyana Group	B.A. 20 years of vast experience as Trading Commission Agent	H.S.C 20 years of vast experience as Iron & Steel Broker
Terms and conditions of appointment/ re-appointment	He was reappointed as the Executive Director, liable to retire by rotation every year	He is proposed to be reappointed as Managing Director of the Company for a period of 5 years from 01 st April, 2020 to 31 st March, 2025	He is proposed to be reappointed as Non-executive Independent Director of the Company for a second term to hold office from the conclusion of 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company.	He is proposed to be reappointed as Non-executive Independent Director of the Company for a second term to hold office from the conclusion of 39th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company.
Past Remuneration drawn from the Company	NIL	Rs. 6 Lacs p.a	NIL	NIL
Remuneration sought to be paid	NIL		As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto
Shareholding in the Company as on March 31, 2020	1,72,080 Equity Shares 2.79%	8,58,230 Equity Shares 13.92%	NIL	NIL
Relationship with the other Directors, Manager and	(i) Rakesh Shantisarup Reniwal (Son) (ii) Unnati Reniwal	(i) Mr. Shantisarup Ramkumar Reniwal (Father) (ii) Unnati Reniwal	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

Other Key Managerial Personnel of the Company	(Daughter-in-Law) and not related to any other Director / Key Managerial Personnel	(Wife) and not related to any other Director / Key Managerial Personnel		
No. of Board Meetings attended during the Financial Year 2019-20	9	9	9	9
List of other Indian Public Limited Companies in which Directorships held⁽¹⁾	NIL	NIL	NIL	NIL
Chairperson/ Member of Committee(s) of Board of Directors of the Company⁽²⁾	NIL	He is a Member of the Audit Committee of the Company	He is the Member of the Audit Committee and Stakeholders' Relationship and Share Transfer Committee of the Company	He is the Member of the Audit Committee and Stakeholders' Relationship and Share Transfer Committee of the Company
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson⁽²⁾	NIL	NIL	NIL	NIL

Notes:

(1) This excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.

(2) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees' viz. Audit Committee and Stakeholders' Relationship and Share Transfer Committee of Public Limited Companies are considered.