



September 06, 2025

To,
BSE Limited
Corporate Relations Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Scrip code: 526931
Scrip ID: HRYNSHP
ISIN: INE400G01011

Sub: **Notice of the 44th Annual General Meeting ('AGM') of Hariyana Ship-Breakers Limited**

Dear Sir/Madam,

We wish to inform that the 44th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, September 30, 2025 at 09:00 A.M IST through video conferencing or other audio-visual means (VC/ OAVM).

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed the Notice of 44th Annual General Meeting of the Company to be held on September 30, 2025, which is also uploaded on the website of the Company at www.hariyanagroup.com

The above is for your information and record.

Thanking You,

Yours faithfully,

For **HARIYANA SHIP- BREAKERS LIMITED**

POOJA YADAV
COMPANY SECRETARY & COMPLIANCE OFFICER
(MEM NO. A68696)

Enclosure: As above

NOTICE

Notice is hereby given that the **44th Annual General Meeting** ("AGM" or "the Meeting") of the members of **Hariyana Ship- Breakers Limited** will be held on **Tuesday, September 30, 2025** at **09.00 a.m. through** Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Statutory Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Statutory Auditors thereon.
2. To appoint a Director in place of Mrs. Unnati Reniwal (DIN: 00041306), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in its meeting held on 12th August, 2025 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, 2025 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, 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, subject to the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to do all such acts, deeds, and things as may be necessary, including the filing of the requisite form(s) with the Registrar of Companies, Mumbai, to give effect to this resolution.

4. 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 March 31, 2026 of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.

5. To approve appointment of M/s. Dilip Bharadiya & Associates as Secretarial Auditor, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (‘the Board’), M/s. Dilip Bharadiya & Associates (Membership no. FCS 7956 and Certificate of Practice no. 6740), be and is hereby appointed as Secretarial Auditors of the Company for five consecutive financial years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 to the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditor of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”



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

Rakesh Reniwal
Managing Director
(DIN: 00029332)

Unnati Reniwal
Director
(DIN: 00041306)

Date: September 05, 2025
Place: Mumbai

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

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

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

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

NOTES

1. Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 and all other relevant circulars issued from time to time (hereinafter referred as “MCA Circulars”), physical attendance of the Members to the AGM venue is not required and the Meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021.
2. The relevant explanatory statements 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. Further the details in pursuance of Regulation 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 and 3 of the Notice, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment and re-appointment. In terms of LODR, none of the directors seeking re-appointment at the forthcoming AGM have resigned from any listed entities in the past three years.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder’s Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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.



HARIYANA
SHIP BREAKERS LTD

6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended, from time to time) and Regulation 44 of LODR (as amended, from time to time), and MCA circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
7. In line with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, May 13, 2022, January 5, 2023, October 07, 2023 and October 3, 2024 the Notice calling the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). The Notice along with the Annual Report 2024-25 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and at the website of the Company at www.hariyanagroup.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at dilipbcs@gmail.com with a copy marked to evoting@nsdl.co.in and the Company at secretarial.hariyana@gmail.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
9. In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed to be approved at this AGM. Relevant documents referred to in the accompanying Notice calling the AGM will be made available for electronic inspection by the Members upon sending the email to the Company at secretarial.hariyana@gmail.com upto the date of the AGM.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
11. Members holding shares in physical form are requested to furnish bank details, e-mail address, change of address, etc. to the Company's Registrar & Share Transfer Agents: MUFG Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083, so as to reach them latest by **Tuesday, September 23, 2025**, in order to take note of the same. In respect of Members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, Members holding shares in demat mode should update their records at the earliest.

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12. SEBI has mandated securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialize shares that are held by them in physical form.
13. 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.
14. 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
15. Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend remained unclaimed or unpaid for a period of seven consecutive years or more to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the 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>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

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/IEPF/refund.html> or contact MUFG Intime India Private Limited for lodging claim for refund of shares and / or dividend from the IEPF Authority.

16. **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:**
 - 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 the RTA at rnt.helpdesk@in.mpms.mufg.com with a copy marked to the Company at secretarial.hariyana@gmail.com.

- 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) by email to the RTA at rnt.helpdesk@in.mpms.mufg.com with a copy marked to the Company at secretarial.hariyana@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) below i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - 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.
17. The remote e-voting period begins on Saturday, September 27, 2025 at 9:00 A.M. and ends on Monday, September 29, 2025 at 5:00 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 record date (cut-off date) i.e. Tuesday, September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 23, 2025.
18. The Company has appointed Mr. Dilip Bharadiya (Membership No. FCS 7956), failing him Mrs. Shivangini Gohel (Membership No. ACS 25740), both Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries, as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
19. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the AGM shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.
20. Based on the report received from the Scrutinizer, the Company will submit within two working days of the conclusion of the Meeting to the stock exchange i.e BSE Limited, details of the voting results as required under Regulation 44(3) of the LODR.
21. The results declared along with the Scrutinizer's report, will be posted on the website of the Company at www.hariyanagroup.com and on the website of NSDL at www.evoting.nsdl.com and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchange.

22. The details of the process and manner for remote e-voting are explained below:

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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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.



	<ol style="list-style-type: none"> 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </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

	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

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

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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. 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



- (ii) CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. 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 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.

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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 dilipbcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 - 4886 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

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

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.

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.co.in or call at 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 1800-21-09911

Instructions for Members for E-voting and Attending the AGM through VC/OAVM are as under:

- 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 of Tuesday, September 23, 2025 shall be entitled to avail either the facility of remote e-voting prior to the AGM or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.
- Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date i.e. of Tuesday, September 23, 2025 may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- 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 link" 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.
- 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.

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

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- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Non-Resident Indian Members are requested to immediately inform the Company or MUFG Intime India Private Limited or to the concerned Depository Participant(s), regarding:
 - the change in the residential status on return to India for permanent settlement; and/or
 - the particulars of the NRE Account with a Bank in India, if not furnished earlier.
- 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. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or MUFG Intime India Private Limited, quoting their Folio No. or DP ID-Client ID, as the case may be. 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 MUFG Intime India Private Limited.
- 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 in case the shares are held by them in physical form.
- 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 MUFG Intime India Private Limited.

- 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 MUFG Intime 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.
- Further, in terms of the SEBI Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or MUFG Intime India Private Limited with respect to all requests pertaining to transfer of shares, deletion of name, transmission of shares and transposition of shares.
- Shareholders who would like to express their views/ have questions may send their speaker registration/ questions atleast seven days prior to the date of AGM, mentioning their name demat account number/folio number, email id, mobile number at secretarial.hariyana@gmail.com. Only those Members who register themselves as Speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
- 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 1020 990 and 1800 22 44 30 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.co.in

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

Rakesh Reniwal
Managing Director
(DIN: 00029332)

Unnati Reniwal
Director
(DIN: 00041306)

Date: September 05, 2025
Place: Mumbai

EXPLANATORY STATEMENT

(As required by Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out material facts relating to the business under Item No. 3, 4 & 5 of the accompanying Notice dated September 05, 2025)

ITEM NO. 3

Mr. Rakesh Reniwal (DIN: 00029332) was appointed as Managing Director of the Company by the members at the AGM of the Company held on September 30, 2020 for a period of five consecutive years commencing from April 01, 2020.

Mr. Rakesh Reniwal (DIN: 00029332), aged 51 years, has completed his MBA in Finance, and Managing Director of the Company, is widely recognized for his path breaking and visionary contributions to spearhead Ship Breaking Industry. His excellent entrepreneurial skills have led the Company to climb new heights year after year. Mr. Rakesh Reniwal has experience of 21 years in re-cycling of ship breaking with Hariyana Group. His visionary efforts and leader lead approach, together with time tested techniques, have enabled Company to lead on every front and stay ahead of time.

It is considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rakesh Reniwal as Managing Director due to his extensive experience. Further, in accordance with proviso 3(a) of Section 196 of the Companies Act 2013, the Company is required to seek consent of the members by way of special resolution for continuation of his holding the office of Managing Director.

Based on the outcome of performance evaluation, recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Rakesh Reniwal as Managing Director for a further period of five years, with effect from April 01, 2025 on the terms and conditions as specified below, subject to the approval of the Members through special resolution.

Broad particulars of the Terms and Conditions of Appointment & Remuneration payable to Mr. Rakesh Reniwal are as under:

Salary & Perquisites:

- a) Salary to the maximum: Rs. 5,00,000/- per month w.e.f. April 01,2025
- b) Increments: Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs. 1,00,000/- to Rs. 1,50,000/- per month
- c) Bonus for the financial year, at the discretion of the Company
- d) 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.
- e) Provident Fund: Company's contribution not to exceed 12% of salary

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- f) 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.
- g) 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. 1,00,000/- per year.
- h) Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum as per the Income-tax Rules, 1962
- i) 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.
- j) Reimbursement of salary of driver and his meal coupons as per rules of the Company.
- k) Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
- l) The Company to pay the premium for the Group Insurance Policy taken for Mr. Rakesh Reniwal as per rules of the Company.
- m) The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions)
- n) 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
- o) 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.
- p) Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company.
- q) Reimbursement of expenses incurred by him in purchase of newspapers, magazines, books and periodicals in accordance with the Company's policy.
- r) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company's policy.
- s) Other benefits like Gratuity, Provident Fund, leave etc. as applicable to the employees of the Company.

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

The required disclosures as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, is part of this Notice.

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

The other relatives of Mr. Rakesh Shantisarup 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 recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

The Board of the Directors of the Company, based on the recommendation of the Audit Committee, had approved the appointment of M/s. Kewlani & Associates, Cost Accountants (Firm Registration No. 003362), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus taxes as may be applicable.

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.

Consequently, ratification by the members is sought for the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

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. 4 of the Notice.

ITEM NO. 5

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing FY 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

For identification of Secretarial Auditor, the Management had initiated the process and had detailed interactions with certain eligible audit firms and assessed them against a defined eligibility and evaluation criteria.

Further, Regulation 24A of the SEBI Listing Regulations requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Under the Listing Regulations, every listed entity shall basis recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

Basis the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on 30th May, 2025, has approved the appointment of M/s. Dilip Bharadiya & Associates (Membership no. FCS 7956 and Certificate of Practice no. 6740), as Secretarial Auditor of the Company to hold the office for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting.

Profile:

Dilip Bharadiya & Associates, the proposed Auditors have been in practice since July 2005 and have gained enormous experience in providing various report and certificates required under various statutes as laid down by the Constitution of India. Their core expertise is though in providing consultancy services on Companies Act. In the course of providing such services they have also provided certificates and audit reports as required by the SEBI Regulations and Stock Exchange compliances for listed and unlisted public companies. The proposed Auditors

have provided their consent letter to act as the Secretarial Auditors of the Company. They have also confirmed that their firm:-

- is a Peer Reviewed Firm;
- has not incurred any of the disqualifications as specified by the SEBI and
- will not provide any services other than in compliance with Regulation 24A1(B) of the SEBI Listing Regulations.

Based on the recommendation of the Audit Committee, the Board of Directors approved and recommended the aforesaid proposal for approval of Members taking into account the Firm's eligibility, experience, independent assessment and expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

Remuneration:

The remuneration to be paid to Secretarial Auditors shall be mutually agreed between the Board, based on recommendation(s) of the Audit Committee, and the Secretarial Auditors, from time to time.

The said remuneration shall be decided considering changes in scope of audit and to meet inflationary costs of providing the audit service.

Basis of Recommendation:

The Audit Committee and the Board of Directors has recommended the appointment of M/s Dilip Bharadiya & Associates as Secretarial Auditor of the Company to the Members of the Company for their approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them and reputation of the Firm.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

(ANNEXURE TO NOTICE DATED SEPTEMBER 05, 2025)

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings (SS-2)]

➤ **MRS. UNNATI RENIWAL:**

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

Mrs. Unnati Rakesh Reniwal (DIN: 00041306), Executive Director, holds a B.A. degree. She is highly regarded for her visionary contributions to the development, growth, and operations of the Group's businesses. Mrs. Reniwal has played a pivotal role in formulating business strategies and ensuring their successful implementation.

Additionally, she affirmed that she is not disqualified from holding the office of Director by any order from SEBI or any other regulatory authority.

B. Other Details:

Name of Director	Mrs. Unnati Rakesh Reniwal
Director Identification Number (DIN)	00041306
Date of Birth and Age	06/04/1979 (Age: 44 years)
Date of First Appointment	02/06/2014
Qualification and Experience	B.A. Over 20 years' experience in Business
Terms and conditions of appointment/ re-appointment	Executive Director, liable to retire by rotation.
Past Remuneration drawn from the Company	-
Remuneration sought to be paid	As may be approved by the Board
Shareholding in the Company as on March 31, 2025	4,00,000 Equity Shares 6.49%
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	(i) Rakesh Shantisarup Reniwal (Husband) (ii) Shantisarup Ramkumar Reniwal (Father-in-Law) (iii) Sanjeev Shantisarup Reniwal - (Brother-in-law) and not related to any other Director / Key Managerial Personnel

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No. of Board Meetings attended during the Financial Year 2024-25	11 (Eleven)
List of other Indian Public Limited Companies in which Directorships held⁽¹⁾	NIL
Chairperson/ Member of Committee(s) of Board of Directors of the Company⁽²⁾	NIL
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson⁽²⁾	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.

➤ **MR. RAKESH RENIWAL:**

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

Mr. Rakesh Reniwal (DIN: 00029332), aged 51 years, has completed his MBA in Finance, and Managing Director of the Company, is widely recognized for his path breaking and visionary contributions to spearhead Ship Breaking Industry. His excellent entrepreneurial skills have led the Company to climb new heights year after year. Mr. Rakesh Reniwal has experience of 21 years in re-cycling of ship breaking with Hariyana Group. His visionary efforts and leader lead approach, together with time tested techniques, have enabled Company to lead on every front and stay ahead of time.

B. Other Details:

Name of Director	Mr. Rakesh Reniwal
Director Identification Number	00029332
Designation/category of the Director	Managing Director
Age	51 years
Date of first appointment on the Board	February 01, 1993
Qualification	MBA
Profile, Experience and Expertise in specific functional areas	Mr. Rakesh Reniwal has experience of 21 years in re-cycling of ship breaking with Hariyana Group. He possesses appropriate skills, experience and knowledge in fields of finance, management, sales, marketing, administration and corporate governance.
Shareholding in the Company including shareholding as a beneficial owner	8,58,230 Equity Shares 13.92%
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	Nil
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Nil
No. of Board Meetings attended during the Financial Year 2024-25	11 (Eleven)

Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	(i) Unnati Rakesh Reniwal (Wife) (ii) Shantisarup Ramkumar Reniwal (Father) (iii) Sanjeev Shantisarup Reniwal - (Brother) and not related to any other Director / Key Managerial Personnel
Terms & conditions of the appointment	As per the resolution in Item no. 3 of this Notice read with the explanatory statement thereto
The remuneration last drawn by such person (if applicable)	Nil
Details of Remuneration sought to be paid	As and when approved by the Board.
Resignation from Listed Entities in past three years	NA

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.