



# HARIYANA SHIP BREAKERS LTD

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalai Street,  
Mumbai - 400 001

October 25, 2018

**Sub.: 1. Intimation of Postal Ballot, Calendar of Events and Appointment of Scrutinizer**

**Ref.: 1. Regulation 30 (read with Schedule III), of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**  
**2. Scrip Code: BSE-526931**

Dear Sir/ Madam,

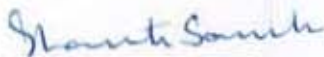
This is to inform you that Board of Directors of the Company at its meeting held today i.e., October 25, 2018 has resolved to seek the shareholders' consent to the resolutions by Postal Ballot (including remote e-voting) as mentioned in the Notice of Postal Ballot. The details are being given in the Notice of Postal Ballot.

The Board of Directors of the Company has appointed Mr. Dilip Bharadiya (holding Membership No. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

In terms of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of Postal Ballot (including remote e-voting), Calendar of Events and Certified copy of Board Resolution for Postal Ballot Process.

This is for your information and records.

Thanking you,  
Yours faithfully,  
For Hariyana Ship- Breakers Limited



**Shantisarup Reniwal**  
Chairman



Encl: as above

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**Registered Office:** 156 – Maker Chambers VI, 220, Jamnalal Bajaj Marg,  
Nariman Point, Mumbai– 400 021  
Tel: 022 – 22043211; Fax– 22043215 E-mail: [contact@hariyanagroup.com](mailto:contact@hariyanagroup.com)  
**CIN No. L61100MH1981PLC024774 Web Site:** [www.hariyanagroup.com](http://www.hariyanagroup.com)  
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# HARIYANA

## SHIP BREAKERS LTD

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that Board of Directors of the Company at its meeting held on October 25, 2018 has resolved to seek the shareholders' consent to the given resolutions by Postal Ballot (including remote e-voting) in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and Regulations, if any.

The proposed resolutions along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Mr. Dilip Bharadiya (holding Membership No. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to read carefully the instructions printed in the Postal Ballot Form and return the same duly completed and signed in all respects in the enclosed self addressed pre-paid postage Business Reply Envelope so as to reach the scrutinizer on or before **05:00 p.m. (IST) on Saturday, December 1, 2018**. Your ASSENT/DISSENT received at the address mentioned on the envelope beyond **05:00 p.m. (IST) on Saturday, December 1, 2018** would be strictly treated as if no reply has been received from you.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in point no. 13 to this Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots (including remote e-voting). The result of Postal Ballot (including remote e-voting) shall be declared by the Chairman of the Company at **04.00 p.m. on Monday, December 3, 2018** at the registered office of the Company located at 156 Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021. The result will be communicated to the BSE Limited, Stock Exchange, where the shares of the Company are listed. The same will also be displayed on the website of the Company at [www.hariyanagroup.com](http://www.hariyanagroup.com) and subsequently published in the newspapers.

#### **PROPOSED RESOLUTIONS:**

##### **1. Related Party Transaction(s)**

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution** through Postal ballot:

**"RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 ("Act") & Rules made thereunder, read with The Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable

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provisions of the Act and Listing Regulations, if any (including any statutory modifications or re-enactment thereof, for the time being in force) and the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board to enter into related party transaction(s) as defined under the Act, Listing Regulations and such other applicable laws, from the financial year 2018-19 and onwards, on such terms and conditions as may be mutually agreed upon between the parties, subject however that the aggregate of the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, shall not exceed a sum of Rs. 800 Crores (Rupees Eight Hundred Crores only) over and above the limit (i) as prescribed under Section 188 of the Companies Act, 2013 and (ii) 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company ("material related party transaction") as prescribed under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the members of the Company do hereby confirm, ratify and approve all the existing related party transaction(s) entered into, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps as they deem fit and in the best interest of the Company and as may be necessary for obtaining approvals, statutory, contractual or otherwise, to decide and finalize the terms and conditions and to settle all matters arising out of and incidental thereto and to negotiate, sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

**2. Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate**

To consider and, if thought fit, to pass the following resolution as **Special Resolution** through Postal ballot:

**"RESOLVED THAT** in supersession of the resolution passed on October 9, 2015 via postal ballot and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Act and Listing Regulations (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the

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additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 800 Crores (Rupees Eight Hundred Crores only) over and above the limit of (i) 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and (ii) 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company ("material related party transaction") as prescribed under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps as they deem fit and in the best interest of the Company and as may be necessary for obtaining approvals, statutory, contractual or otherwise, to decide and finalize the terms and conditions and to settle all matters arising out of and incidental thereto and to negotiate, sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

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

  
**Shantisarup Reniwal**  
Chairman  
(DIN: 00040355)



Date: October 25, 2018  
Place: Mumbai

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

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended hereto.
2. The Postal Ballot Notice is being sent to all members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on **Friday, October 19, 2018 (cut-off date)**.
3. Each equity share carries one vote and voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on October 19, 2018.

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4. In terms of Section 101 and other applicable provisions of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, Physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or courier), along with a pre-paid postage self-addressed Business Reply Envelope.

5. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternative mechanism. For this purpose, the Company is availing e-voting platform of National Securities Depository Limited (NSDL) in order to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that remote voting is optional.

6. Members can opt for only one mode of voting, i.e. either by Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by Postal Ballot shall prevail and votes cast through e-voting will be treated as invalid.

7. All the documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturday, Sunday and National Holiday, from the date hereof up to **Saturday, December 1, 2018**.

8. The voting (including remote e-voting) period commences at **09:00 a.m. (IST) on November 2, 2018** and ends at **05:00 p.m. (IST) on December 1, 2018**.

9. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named joint holder only. The vote in this Postal Ballot cannot be exercised through proxy.

10. Shareholders, who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form, can download the Postal Ballot Form from the Home page of the Company website [www.hariyanagroup.com](http://www.hariyanagroup.com) or seek duplicate Postal Ballot Form from the Company.

11. The date of passing above mentioned Resolutions shall be taken as **Saturday, December 1, 2018**, being the last date of receipt of duly completed Postal Ballot Forms/remote e-voting from Shareholders.

12. The above resolutions passed by the members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the members of the Company subject to (i) requisite majority in favour of the resolution, in case of the ordinary resolution and (ii) votes cast in favour of the resolution is three times than the votes, if any, against the resolution, in case of the special resolution.

13. Voting through electronic means:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

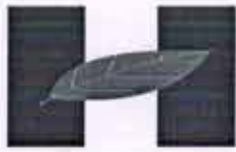
**Step 1: Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/>.

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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 will be as per details given below :
  - 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 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 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 the Company.

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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 ([dilipbcs@gmail.com](mailto:dilipbcs@gmail.com)) to with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on.: 1800 222 990

### Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013

#### ITEM NO. 1

Your Company is into the business of ship breaking, trading and investment activities. The Company requires huge and enormous funds for the purchase of ships and other raw materials and to meet other working capital requirements. At the same time, for various business purposes, to enable the Company's operations and to meet the strategic business goals, the Company engages in various transactions with related parties. Thus, the Board proposes to enter into related party transactions as defined under the Companies Act, 2013 and Listing Regulations.

Pursuant to Section 188 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all Material Related Party Transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee and Board is obtained, wherever required.

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However, the estimated transaction value with the Related Parties of the Company as defined under the Act, Listing Regulations and such other applicable laws in respect of financial year 2018-19 and onwards may likely exceed 10% of the Annual Turnover of the Company as per the last audited financial statements of the Company.

Thus, in view of the compliance with statutory requirements as per Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members for entering into Related Party Transactions is being sought by way of Ordinary Resolution via Postal Ballot and/or remote e-voting.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No. 1 to the accompanying Notice as an ordinary resolution.

Mr. Shantisarup Reniwal, Mr. Rakesh Reniwal and Mrs. Unnati Reniwal are interested in the resolution set out at Item No. 1 of the Notice. The other relatives of Mr. Shantisarup Reniwal, Mr. Rakesh Reniwal and Mrs. Unnati 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.

### ITEM NO. 2

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Company has been making investments, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The Company has obtained approval of the shareholders in this regard vide postal ballot on October 9, 2015 to the tune of Rs. 600 Crores.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

Your Board foresees that such transactions may likely fall in the category of material related party transactions as defined under Regulation 23 of the Listing Regulations. Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members is required for all Material Related Party Transactions. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought by way of Special Resolution via Postal Ballot and/or remote

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e-voting for enhancing the limits from Rs. 600 Crores (Rupees Six Hundred Crores only) to Rs. 800 Crores (Rupees Eight Hundred Crores only), over and above the limit of (i) 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and (ii) 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company ("material related party transaction") as prescribed under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Shantisarup Reniwal, Mr. Rakesh Reniwal and Mrs. Unnati Reniwal are interested in the resolution set out at Item No. 2 of the Notice. The other relatives of Mr. Shantisarup Reniwal, Mr. Rakesh Reniwal and Mrs. Unnati 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.

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

*Shantisarup Reniwal*

**Shantisarup Reniwal**  
Chairman  
(DIN: 00040355)



Date: October 25, 2018  
Place: Mumbai

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

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**Registered Office:** 156 Maker Chambers VI, 220, Jamnalal Bajaj Marg,  
Nariman Point, Mumbai- 400 021  
Tel: 022 - 22043211; Fax- 22043215 E-mail: [contact@hariyanagroup.com](mailto:contact@hariyanagroup.com)  
**CIN No. L61100MH1981PLC024774 Web Site:** [www.hariyanagroup.com](http://www.hariyanagroup.com)  
**ISO 14001:2004/ 9001:2008/ 30000:2009 OHSAS 18001:2007 Certified**





# HARIYANA

## SHIP BREAKERS LTD

### POSTAL BALLOT FORM

Serial No: - .....

1.	Name and Registered Address of the sole/first named Member/Beneficial Owner (in block letters)	
2.	Name(s) of the Joint Member(s), if any (in block letters)	
3.	Registered Folio number/DP ID No. /Client ID No. *	
4.	Number of shares held	

(\* Applicable to investors holding shares in dematerialized form)

I/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Postal ballot for the business stated in the Notice of the Company by conveying my /our assent to the said Resolution by placing the tick mark (✓) at the appropriate box below:

Description	No. of Shares for which votes cast	(For)	(Against)
		I/ We assent to the resolution	I/We dissent to the resolution
1. To approve the Related Party Transaction(s)- Ordinary Resolution			
2. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate- Special Resolution			

Place:  
Date:

(Signature of Shareholder)

**Note:**

- 1) Please read the instructions printed overleaf carefully before exercising your vote.
- 2) The last date for receipt of Postal Ballot Form by the Scrutinizer is **December 1, 2018 up to 05:00 p.m. (IST)**.
- 3) If you opt to cast your vote(s) through remote e-voting, there is no need to fill up & sign this form.

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# HARIYANA

## SHIP BREAKERS LTD

### INSTRUCTIONS

1. A member desirous to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached pre-paid postage self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form deposited in person or sent by courier or any other mode at the expense of the member will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed by the first named joint-holder and in his/her absence, by the next-named joint holder only.
3. The consent must be accorded by placing a tick (v) in the column of your choice.
4. Duly completed & signed Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. up to **05:00 p.m. (IST) on Saturday, December 1, 2018**. Postal Ballot Form received beyond the said time & date will be treated as the reply from such Member(s) has not been received and shall not be counted for the purpose of passing of Resolutions.
5. The remote e-voting period will commence at **09:00 a.m. (IST) on Friday, November 2, 2018** and ends at **05:00 p.m. (IST) on Saturday, December 1, 2018**.
6. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority letter/attested specimen signature (s) etc. In case of e-voting, such documents should be mailed to the Scrutinizer at [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or deposited at the registered office of the Company.
7. A Member may request for a duplicate Postal Ballot Form, if so required and the same duly completed and signed Form should reach the Scrutinizer not later than the date & time specified in point 4 above.
8. Incomplete, Unsigned, signature mismatch, both option selected, torn/defaced/mutilated (such that it is difficult for the Scrutinizer to identify the 'Assent/dissent') and incorrect Postal Ballot Form received from any member shall be considered invalid.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed prepaid postage self- addressed Business Reply Envelope as all such envelopes will reach to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final and binding.
11. The result of the voting by Postal Ballot (including remote e-voting) will be announced by the Chairman of the Company at **04:00 p.m. (IST) on Monday, December 3, 2018** at the registered office of the Company & the same along with the Scrutinizer's report will be communicated to BSE Limited, Stock Exchange, where the shares of the Company are listed and will also be posted on the Company's website i.e., [www.hariyanagroup.com](http://www.hariyanagroup.com) . The result will also be published subsequently in the newspapers for information to the members.

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# HARIYANA SHIP BREAKERS LTD

## Calendar of events (Postal Ballot)

Sr. No.	Events	Date
1.	Date of Board resolutions for the entire postal Ballot process and Appointment of Scrutinizer	25/10/2018
2.	Cut-off date for sending notices to members	19/10/2018
3.	Date of completion of dispatch of Notice of Postal Ballot, Ballot form and pre-paid postage self addressed business reply envelope	30/10/2018
4.	Date of publication of notice in Newspapers for Postal Ballot process (including e-voting)	31/10/2018
5.	Remote e-voting start date	02/11/2018
6.	Remote e-voting end date	01/12/2018
7.	Last date of receiving the duly completed Postal Ballot form by scrutinizer	01/12/2018
8.	Date of submission of report by the Scrutinizer	03/12/2018
9.	Date of declaration of the Result by the Chairman	03/12/2018
10.	Result to be communicated to BSE Limited	03/12/2018
11.	Result along with Scrutinizers' Report to be displayed on Company's website and publication in newspapers	05/12/2018
12.	Date of signing of minutes books in which the proceeding and results of Postal Ballot (including e-voting) recorded	Within 30 days from result declaration date
13.	Date of handing over the Ballot papers, register required to be maintained by the scrutinizer under rule5 (e) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and other related papers to the Chairman by the Scrutinizer	On signing minutes books of proceedings of Postal Ballot

For Hariyana Ship-Breakers Limited



**Shantisarup Reniwal**  
Director  
(DIN: 00040355)



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# HARIYANA

## SHIP BREAKERS LTD

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT BOARD MEETING OF HARIYANA SHIP-BREAKERS LIMITED HELD ON THURSDAY, OCTOBER 25, 2018 AT 3:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 156, MAKER CHAMBER VI, 220, JAMNALAL BAJAJ MARG, NARIMAN POINT, MUMBAI 400021

### PASSING OF RESOLUTION THROUGH POSTAL BALLOT

"RESOLVED THAT pursuant to the provisions of Section 110 & other applicable provisions, if any, of the Companies Act, 2013 & rules therein, approval of Board be & is hereby accorded to conduct the Postal Ballot to seek the approval of members of Company to:

(i) enter into related party transaction(s) as defined under the Act, Listing Regulations and such other applicable laws, from the financial year 2018-19 and onwards; and

(ii) increase the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.

RESOLVED FURTHER THAT the following calendar of events for implementing the proposal, be and is hereby approved and Mr. Shantisarup Reniwal, Chairman or Ms. Swati Chauhan, Company Secretary, be and are hereby authorized to alter/modify/extend the calendar of events, if thought absolute necessary for implementation of the Resolution.

Sr. No.	Events	Date
1.	Date of Board resolutions for the entire postal Ballot process and Appointment of Scrutinizer	25/10/2018
2.	Cut-off date for sending notices to members	19/10/2018
3.	Date of completion of dispatch of Notice of Postal Ballot, Ballot form and pre-paid postage self addressed business reply envelope	30/10/2018
4.	Date of publication of notice in Newspapers for Postal Ballot process (including e-voting)	31/10/2018
5.	Remote e-voting start date	02/11/2018
6.	Remote e-voting end date	01/12/2018
7.	Last date of receiving the duly completed Postal Ballot form by scrutinizer	01/12/2018
8.	Date of submission of report by the Scrutinizer	03/12/2018

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# HARIYANA

## SHIP BREAKERS LTD

9.	Date of declaration of the Result by the Chairman	03/12/2018
10.	Result to be communicated to BSE Limited	03/12/2018
11.	Result along with Scrutinizers' Report to be displayed on Company's website and publication in newspapers	05/12/2018
12.	Date of signing of minutes books in which the proceeding and results of Postal Ballot (including e-voting) recorded	Within 30 days from result declaration date
13.	Date of handing over the Ballot papers, register required to be maintained by the scrutinizer under rule 5 (e) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and other related papers to the Chairman by the Scrutinizer	On signing minutes books of proceedings of Postal Ballot

**RESOLVED FURTHER THAT** Mr. Dilip Bharadiya (holding Membership No. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries whose consent to act as Scrutinizer is received by the Board, be and is hereby appointed as Scrutinizer to conduct the postal ballot process (including e-voting) at such remuneration and out of pocket expenses, as may be determined by Mr. Shantisarup Reniwal, Chairman of the Company, excluding incidental expenses, which will be reimbursed by the company.

**RESOLVED FURTHER THAT** Mr. Dilip Bharadiya, Practicing Company Secretary, be and is hereby authorised to do all such acts, deeds and things as may be necessary to conduct the process in a fair and transparent manner and to submit their final reports, ballot papers and other related papers and registers to the Chairman or Company Secretary of the Company within the specified time period.

**RESOLVED FURTHER THAT** the Notice be given to every member of the Company and voting rights of such members be reckoned as on October 19, 2018.

**RESOLVED FURTHER THAT** last date of dispatch of notice shall be October 30, 2018 and the last date for receipt of duly completed postal ballot forms shall be December 1, 2018 and the date of declaration of results of postal ballot (including e-voting) shall be 04: 00 p.m. on December 3, 2018 at the registered office of the Company.

**RESOLVED FURTHER THAT** Mr. Shantisarup Reniwal, Chairman or Ms. Swati Chauhan, Company Secretary, be and is hereby authorized to retain custody of postal ballot forms and other records received from the scrutinizer after the scrutinizer has submitted his report on completion of Postal Ballot process (including e- voting).

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# HARIYANA

SHIP BREAKERS LTD

**RESOLVED FURTHER THAT** Mr. Shantisarup Reniwal, Chairman of the Company, be and is hereby authorized to declare the results of the postal Ballot process (including e- voting) and got it published in Newspapers.

**RESOLVED FURTHER THAT** Mr. Shantisarup Reniwal, Chairman or Mr. Rakesh Reniwal, Managing Director, be made responsible for the entire postal ballot process and that they are hereby authorized to do all things and to take all incidental and necessary steps including sending of Notice to all members and filing of this Resolution with Registrar of Companies to conduct the said Postal Ballot Process for and behalf of the Company and to deal all questions or difficulties that may arise in the course of implementing this Resolution.”

For Hariyana Ship-Breakers Limited

*Unnati Reniwal*



Unnati Rakesh Reniwal  
Director  
(DIN: 00041306)

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