



HARIYANA SHIP BREAKERS LTD

September 05, 2017

To,
Dept. of Corporate Services
BSE Limited
P.J. Tower, Fort
Mumbai-400 001

Sub: 36th Annual General Meeting of Hariyana Ship- Breakers Limited ("the Company")
Ref: Regulation 30 and 47(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
[Scrip ID: HRYNSHP, Scrip Code: 526931]

Dear Sir/Madam,

Kindly note that the 36th Annual General Meeting of the Members of the Company for the financial year 2016-17 ("FY 2016-17") is scheduled to be held on Saturday, September 30, 2017 at the Registered Office of the Company situated at 156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021 at 9.30 a.m.

The Register of Members and the Share Transfer Books of the Company will remain close from **Sunday, September 24, 2017 to Saturday, September 30, 2017 (both days inclusive).**

A copy of the Notice of the 36th Annual General Meeting, setting out the Businesses to be transacted thereat ("said Notice") is enclosed herewith for your reference.

Further please note that the Company has, in terms of the applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the SEBI Listing Regulations, published notices in The Free Press Journal and Navshakti on September 05, 2017 (today) and the same are available on the website of the Company i.e. at www.hariyanagroup.com.

This is for your information.

Thanking you.

For HARIYANA SHIP- BREAKERS LIMITED

Swati Chauhan
Company Secretary
Encl: As above



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

Tel.- 022 - 22043211 Fax- 22043215 E-mail: contact@hariyanagroup.com
CIN No. L61100MH1981PLC024774 **Web Site:** www.hariyanagroup.com

NOTICE

Notice is hereby given that the **36th Annual General Meeting** (*“the Meeting”*) of the members of **Hariyana Ship- Breakers Limited** (*“the Company”*) (CIN: L61100MH1981PLC024774) will be held on **Saturday, September 30, 2017 at 09.30 a.m.** at Registered Office of the Company situated at 156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021 to transact, with or without modification(s), as may be permissible, the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017 alongwith the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Unnati Rakesh Reniwal (DIN: 00041306), who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. P.D Goplani & Associates, Chartered Accountants, Bhavnagar (Firm Registration No. 118023W) as Statutory Auditors of the Company and to fix their remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (*“the Act”*) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board, M/s. P. D. Goplani & Associates, Chartered Accountants, Bhavnagar having ICAI Firm Registration No. 118023W, be and are hereby re-appointed as Statutory Auditors of the Company for a period of 5 years i.e. to hold office from the conclusion of this Annual General Meeting until the conclusion of 41st Annual General Meeting of the Company to be held in the financial year 2022 subject to ratification at every annual general meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors in addition to applicable taxes and re-imburement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

4. To appoint M/s. LLB & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 117758W) in place of the retiring auditors M/s. Lahoti Navneet & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 116870W) as Branch Auditors for the Mumbai division of the Company and to fix their remuneration

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

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“RESOLVED THAT pursuant to the provisions of Sections 139, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (*“the Act”*) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board, M/s. LLB & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 117758W), be and are hereby appointed as Branch Auditors of the Company in place of the retiring auditors M/s. Lahoti Navneet & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 116870W) to audit the Accounts of the Mumbai Division of the Company for a period of 5 years i.e. to hold office from the conclusion of this Annual General Meeting until the conclusion of 41st Annual General Meeting of the Company to be held in the financial year 2022 subject to ratification at every annual general meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors in addition to applicable taxes and re-imburement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

5. Appointment of Mr. Rakesh Reniwal (DIN: 00029332) as Managing Director of the Company

To consider and if thought fit, 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 April 01, 2017 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 appointment and terms of remuneration of Mr. Rakesh Reniwal (DIN: 00029332) as the Managing Director of the Company for a period of 3 years w.e.f. April 01, 2017 and upon the terms and conditions as detailed in the explanatory statement attached hereto including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as *“the Board”* which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Rakesh Reniwal in the best interests of the Company and as may be permissible at law.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rakesh Reniwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

On behalf of the Board of Directors

For **Hariyana Ship- Breakers Limited**

Sd/-

Shantisarup Reniwal

Chairman

(DIN: 00040355)

Date: May 30, 2017

Place: Mumbai

HARIYANA SHIP BREAKERS LIMITED

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“*the Act*”) setting out material facts concerning the business under Item Nos. 4 & 5 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM” OR THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members are requested to forward a certified copy of the Board Resolution in terms of Section 113 of the Act authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain close from Sunday, September 24, 2017 to Saturday, September 30, 2017 (both days inclusive).
5. Details in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“*Listing Regulations*”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting under Item No. 2 of the Notice, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
6. Pursuant to Sections 101 and 136 of the Act read with the relevant rules made thereunder, Companies can serve Annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or Depository Participant(s).

Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in ‘E-Communication Registration Form’, available on the website of the Company i.e. www.hariyanagroup.com and also forming part of this Notice, to the Company or Sharex Dynamic (India) Pvt. Ltd., Registrar and Transfer Agent of the Company.

Members holding shares in dematerialised form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

Members may also note that the Notice of the 36th AGM and the Annual Report for Financial Year 2016-17 will also be available on the Company's website i.e. www.hariyanagroup.com for downloading. The physical copies of all the documents mentioned/ referred to in this Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days.

Even after registering for E-communication, Members are entitled to receive such communication in physical form free of cost, upon making a request for the same. Members desirous of receiving any communication vide a particular mode of service, would be entitled to receive such communication vide such mode of service, on payment of requisite fees as determined by the Company. For any communication, the Members may also send requests to the Company's e-mail ID i.e. contact@hariyanagroup.com.

7. Members are requested to :-

- i. write to the Company at least 7 days before the date of the meeting in case they desire any information as regards the Audited Accounts for the financial year ended March 31, 2017 so as to enable the Company to keep the information ready.
- ii. bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.
- iii. intimate to their Depository Participants (DPs) about all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. where the shares are held in electronic form and not to the Company/ R&TA. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents (R&TA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to R&TA.
- iv. consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrars and Transfer Agents (R&TA) for assistance in this regard.
- v. quote Registered Folio no. or DP ID/Client ID no. in all their correspondences.
- vi. approach the R&TA of the Company for consolidation of folios.
- vii. avail nomination facility by filing in form SH-13 in accordance with Section 72 of the Companies Act, 2013 and forward the same to the R&TA, if not done. (Applicable for those holding shares in physical form).
- viii. send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company- Sharex Dynamic (India) P Ltd. Unit-1, Luthra Industrial Premises, Andheri – Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072 upto the date of book closure.

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8. The equity shares of the Company are listed on the BSE Limited. The listing fees till date have been paid.
9. All the relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof. The aforesaid documents will also be available for inspection by members at the meeting.
10.
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting (“AGM”) by electronic means and the business may be transacted through e-voting services. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility and the members may cast their votes using an electronic voting system from a place other than venue of the AGM (*i.e.*, “*remote e-voting*”).
 - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - iii. The Members who have cast their vote by remote E-voting prior to the AGM will be entitled to and may attend the AGM and their presence shall be counted for the purpose of Quorum. However, they shall not be entitled to cast their vote again. If a Member casts vote by more than one mode of voting including remote E-voting, then voting done through remote E-voting shall prevail and other shall be treated as invalid.
 - iv. The remote e-voting period will commence on Wednesday, September 27, 2017 (9:00 a.m.) and will end on Friday, September 29, 2017 (5:00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date *i.e.*, September 23, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The process and manner for remote e-voting are as under:

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Open email and open PDF file viz; ‘remote e-voting.pdf’ with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. If you are logging-in for the first time, please enter the user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select ‘EVEN’ (E-Voting Event Number) of ‘HARIYANA SHIP BREAKERS LIMITED” which is 107017.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on ‘Submit’ and also ‘Confirm’ when prompted.
 - x. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
 - xi. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
 - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who is / are authorised to vote, to the Scrutinizer via e-mail: dilipbcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/depository participant(s) or requesting physical copy]:
- i. Initial password is provided in the attendance slip: - EVEN USER ID and PASSWORD/PIN.
 - ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
12. If you are already registered with NSDL for remote e-voting, you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

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In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

13. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
14. Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., September 23, 2017.
15. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e., September 23, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in, contact@hariyanagroup.com.

However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

16. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
17. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
18. The Company has appointed Mr. Dilip Bharadiya, Practicing Company Secretary, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and ballot voting at the AGM) in a fair and transparent manner.
19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make, not later than forty eight hours from the conclusion of the AGM, a Combined Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The results declared along with the report of the Scrutinizer, will be placed on the website of the Company viz. www.hariyanagroup.com and on the website of NSDL viz. www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately

forwarded to the BSE Limited, Mumbai and shall be made available for inspection at the Registered Office of the Company.

22. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
23. The Securities and Exchange Board of India (“SEBI”) has mandated submission of PAN by every participant in the Securities Market. Members holding shares in electronic 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’s Registrar and Transfer Agent.

24. Nomination Facility:

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both forms are appended to the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company’s Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants.

25. Updation of Members Detail:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members including their PAN details, email address, bank details for payment of dividend etc. A form for capturing the additional details is appended in this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

On behalf of the Board of Directors

For Hariyana Ship- Breakers Limited

Sd/-

Shantisarup Reniwal

Chairman

(DIN: 00040355)

Date: May 30, 2017

Place: Mumbai

HARIYANA SHIP BREAKERS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

M/s. Lahoti Navneet & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 116870W) were appointed as the Branch Auditors for the Mumbai division of the Company and have completed a term of ten years. As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, the term of the said auditors of the Company is up to the conclusion of the forthcoming Annual General Meeting ('AGM').

Having completed their term as per the provisions of Section 139 of the Act, the Board of Directors has, on the recommendation of the Audit Committee, proposed the appointment of M/s. LLB & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 117758W) as the Branch Auditors to audit the accounts of the Mumbai division of the Company for a period of 5 years, to hold office from the conclusion of this AGM until the conclusion of 41st Annual General Meeting of the Company to be held in the financial year 2022 subject to ratification at every annual general meeting of the Company.

Brief Profile of M/s. LLB & Co., Chartered Accountants, Mumbai ('the firm'):

The firm was established in 1998 (ICAI Firm Registration No. 117758W). The Registered Office of the firm is at 525, The Summit Business Bay, behind Guru Nanak petrol pump, off Andheri Kurla road, near W.E. highway, Andheri (E), Mumbai- 400069. LLB & Co., Chartered Accountants is one of the renowned professional services firm providing services like Audit & Attestation, Tax, Valuation, Financial Advisory and Consulting to a wide range of local and multinational clients. The firm has a significant presence across manufacturing, services, commercial, financial and banking sector entities in the country. LLB & Co., Chartered Accountants is governed by a Board of three members.

CA Lalit Bajaj is the managing partner of the firm. He is a Fellow member of Institute of Chartered Accountants of India. He has rich experience of more than 19 years in the field of Management and Financial Consulting. He has pursued Business Management Course with ICAI. He completed Diploma in Information Systems Audit. He is known for his excellence into Financial Consultancy, Inorganic growth strategies like Mergers & Acquisitions, Demergers. He has successfully closed various deals creating value for business. He has been instrumental in working with banks from compliance and transaction perspective. He has good business acumen to derive greatest value from the available resources and has fairly and ethically delivered services to various institutions in last 15 years. He has very good standing in society and consequently has been elected in the Western India Regional Council of ICAI for the term 2016-19 representing Maharashtra, Gujarat & Goa. He is on the Advisory Board of Pharma Association.

M/s. LLB & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 117758W) have consented to their appointment as Branch Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution. None of

the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee and approval of Board in its meeting held on April 01, 2017 and subject to the approval of the members, Mr. Rakesh Reniwal was appointed as Managing Director of the Company for a term of 3 years with effect from April 01, 2017 on the condition that no remuneration shall be paid to the Managing Director in consideration of the performance of his duties except the following perquisites:

- (i) Reimbursement of medical and hospitalization expenses of the Managing Director and his family.
- (ii) Leave Travel Allowance for the Managing Director and his family in accordance with the Company's policy.
- (iii) Bonus for the financial year, at the discretion of the Company, with approval from the shareholders.
- (iv) Reimbursement of expenses incurred by him in purchase of newspapers, magazines, books and periodicals in accordance with the Company's policy.
- (v) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company's policy.
- (vi) Provision of car for the use on Company's business and telephone at residence.
- (vii) Provision of use of driver and his meal coupons.

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

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

In compliance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 (*"the Act"*), the terms of appointment and remuneration of the Managing Director as specified above are now being placed before the members for their approval.

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

Except Mr. Rakesh Reniwal, Mr. Shantisarup Reniwal, Mrs. Unnati Reniwal and Mr. Rajeev Reniwal or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 5.

HARIYANA SHIP BREAKERS LIMITED

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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

Sd/-
Shantisarup Reniwal
Chairman
(DIN: 00040355)

Date: May 30, 2017
Place: Mumbai

Details of Directors seeking appointment/re-appointment at the Thirty Sixth Annual General Meeting in pursuance of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Name	Mrs. Unnati Rakesh Reniwal
DIN	00041306
Date of Birth	06/04/1979
Relationship with Directors	(i) Rakesh Shantisarup Reniwal (Spouse)
	(ii) Shantisarup Reniwal (Father in law)
Qualification	B.A.
Nature of Expertise	Business
Experience	Over 12 years experience in Business
Name of other Public Companies in which holds Directorship	NIL
Name of other Companies in Committees of which holds Membership/ Chairmanship	NIL
Shareholding in Hariyana Ship- Breakers Limited	4,00,000 Equity Shares (6.49%)

HARIYANA SHIP BREAKERS LIMITED

ROUTE MAP FOR AGM VENUE



HARIYANA SHIP BREAKERS LIMITED

Reg. Off: 156, Maker Chambers VI, 220 Jammalal Bajaj Marg, Nariman Point, Mumbai-400021.

Tel- 022 - 22043211 Fax- 22043215 E-mail: contact@hariyanagroup.com

Website: www.hariyanagroup.com

CIN: L61100MH1981PLC024774

Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of
The Companies (Share Capital and Debentures) Rules, 2014]

To,
Hariyana Ship-Breakers Limited
156, Maker Chambers VI,
220 Jammalal Bajaj Marg, Nariman Point,
Mumbai- 400021

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made) :

Nature of securities	Folio No.	No. of securities.	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S –

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail Id & Telephone No. :
- (h) Relationship with the security holder(s) :

3. IN CASE NOMINEE IS A MINOR –

- (a) Date of birth :
- (b) Date of attaining majority :
- (c) Name of guardian :
- (d) Address of guardian :

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY —

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail Id & Telephone No. :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature

HARIYANA SHIP BREAKERS LIMITED

Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and Rule 19(9) of The Companies (Share Capital and Debentures) Rules, 2014]

To,
Hariyana Ship Breakers Limited
156, Maker Chambers VI,
220 Jammalal Bajaj Marg, Nariman Point,
Mumbai- 400021

I/We hereby cancel the nomination(s) made by me/us in favour of _____ (name(s) and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities.	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S –

- Name :
- Date of Birth :
- Father's / Mother's / Spouse's name :
- Occupation :
- Nationality :
- Address :
- E-mail Id & Telephone No. :
- Relationship with the security holder(s) :

3. IN CASE NOMINEE IS A MINOR –

- Date of birth :
- Date of attaining majority :
- Name of guardian :
- Address of guardian :

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY —

- Name :
- Date of Birth :
- Father's / Mother's / Spouse's name :
- Occupation :
- Nationality :
- Address :
- E-mail Id & Telephone No. :
- Relationship with the security holder(s) :
- Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature

Updation of Shareholder Information

To,
 Hariyana Ship Breakers limited
 156, Maker Chambers VI,
 220 Jamnalal Bajaj Marg, Nariman Point,
 Mumbai- 400021

I/ We request you to record the following information against our Folio No :

General Information :

Folio No	
Name of the first named Shareholder	
PAN*	
CIN/ Registration No. (applicable to Corporate Shareholders)	
Tel No. with STD Code	
Mobile No.	
E-mail Id	

**Self Attested copy of the document(s) enclosed*

Bank Details

IFSC : (11 digit)	MICR :(9 digit)
Bank A/c Type :	Bank A/c No : *
Name of the Bank :	
Bank Branch Address :	

** A blank cancelled cheque is enclosed to enable verification of bank details*

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place :

Signature of Sole/ First holder :

HARIYANA SHIP BREAKERS LIMITED

HARIYANA SHIP- BREAKERS LIMITED

(CIN: L61100MH1981PLC024774)

156, Maker Chambers VI, 220, Jammalal Bajaj Marg, Nariman Point, Mumbai- 400021

Website: www.hariyanagroup.com; Email: contact@hariyanagroup.com

Tel: 022-22043211 | Fax: 22043215

E-COMMUNICATION REGISTRATION FORM

Dear Members,

The Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced Green Initiative by allowing paperless compliances by Companies. The Companies can send Annual Reports and General Notices in electronic mode to Members who have registered their e-mail addresses for the purpose.

It is a welcome move for the society at large as this will reduce paper consumption to a great extent and allow Shareholders to contribute towards a Greener Environment. This is a golden opportunity for every Shareholder of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

We therefore invite all our Members to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the enclosed registration form which is available on the website of the Company i.e. www.hariyanagroup.com.

Let's be part of this 'Green Initiative'!

Please note that as a Member of the Company you will be entitled to receive all such communication in physical form, upon request.

Best Regards,
Shantisarup Reniwal
Chairman

E - COMMUNICATION REGISTRATION FORM	
Folio No. / DP ID and Client ID:	
Name of 1st Registered Holder:	
Name of Joint Holder(s):	
Registered Address:	
E-mail ID (to be registered):	
I/ We Member(s) of Hariyana Ship- Breakers Limited agree to receive communication from the Company in electronic mode.	
Please register my above e-mail address in your records for sending communication through E-mail.	
Date:	Signature:

Note: Member(s) are requested to provide the e-mail ID very carefully, as all the communication from the Company shall be sent to the e-mail ID provided through this form. The Shareholders are also requested to keep the Company informed as and when there is any change in the registered E-mail address.

ATTENDANCE SLIP

HARIYANA SHIP- BREAKERS LIMITED

(CIN: L61100MH1981PLC024774)

156, Maker Chambers VI, 220, Jammalal Bajaj Marg, Nariman Point, Mumbai- 400021

Website: www.hariyanagroup.com; Email: contact@hariyanagroup.com

Tel: 022-22043211 | Fax: 22043215

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No.	No. of shares held
Name of the Member	
Name of the Proxy holder	

I/We hereby record my/our presence at the 36th ANNUAL GENERAL MEETING of the Company on Saturday, September 30, 2017 at 9:30 a.m. at 156, Maker Chambers VI, 220, Jammalal Bajaj Marg, Nariman Point, Mumbai- 400021.

Signature of the Shareholder or Proxy



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PROXY FORM

[As per MGT-11 & Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No/ Client Id No.*	
DP ID	

*applicable in case of shares held in electronic form

I/We, holding _____ Equity Shares of Hariyana Ship-Breakers Limited, hereby appoint:

- Name: _____
Address: _____
Email ID: _____
Signature: _____ or failing him / her
- Name: _____
Address: _____
Email ID: _____
Signature: _____ or failing him / her
- Name: _____
Address: _____
Email ID: _____
Signature: _____ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **36th ANNUAL GENERAL MEETING** of the Company to be held on **Saturday, September 30, 2017 at 9:30 a.m.** at 156, Maker Chamber VI, 220, Jannalal Bajaj Marg, Nariman Point, Mumbai 400021 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional, see Note 3) (Please mention no. of shares)	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements for the financial year ended on March 31, 2017 and the reports of the Directors and the Auditors thereon		
2	To appoint a Director in place of Mrs. Unnati Rakesh Reniwal (DIN: 00041306), who retires by rotation and being eligible, offers herself for re-appointment		
3	To re-appoint M/s. P.D Goplani & Associates, Chartered Accountants, Firm Registration No. 118023W as Statutory Auditors of the Company for a term of 5 years and to fix their remuneration		
4	To appoint M/s. LLB & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 117758W) in place of the retiring auditors M/s. Lahoti Navneet & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 116870W) to audit the Accounts of the Mumbai Division of the Company for a period of 5 years and to fix their remuneration		
Special Business			
5	To appoint Mr. Rakesh Reniwal (DIN: 00029332) as Managing Director of the Company		

Signed this.....day of 2017

Note:

- This form in order to be effective should be duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
- Those Members who have multiple folios with different joint holders may use copies of this proxy.
- It is optional to indicate your preference. If you leave the 'for' or 'against' any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

Affix
Revenue
Stamp



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HARIYANA SHIP-BREAKERS LIMITED

(CIN : L61100MH1981PLC024774)

156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point,
Mumbai-400 021

Tel. : 022 22043211, Fax : 022-22043215

E-Mail id : contact@hariyanagroup.com;

Website : www.hariyanagroup.com

NOTICE

Notice is hereby given that the 36th Annual General Meeting ("the Meeting") of the members of Hariyana Ship-Breakers Limited ("the Company") (CIN : L61100MH1981PLC024774) will be held on Saturday, September 30, 2017 at 09:30 a.m. at 156, Maker Chambers VI, 220, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400 021 to transact the business, as set out in the Notice, which along with the Financial Statements for the year ended on March 31, 2017 and the Reports of the Directors and Auditors has been sent to the Members of the Company at their registered addresses.

Notice is hereby given that pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 42 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Register of Members and Share Transfer Books shall remain close from Sunday, September 24, 2017 to Saturday, September 30, 2017 (both days inclusive) for the purpose of 36th Annual General Meeting.

Members are hereby informed that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 36th AGM by electronic means and the business may be transacted through the e-voting services (remote e-voting) provided by National Securities Depository Limited (NSDL).

For E-voting instructions, shareholders may go through the instructions in the Notice of AGM and in case of any queries/grievances connected with E-voting; shareholders may download the User Manual from the website of the NSDL at www.evoting.nsdl.com.

The Company has appointed Mr. Dilip Bharadiya, Practicing Company Secretary, to act as the Scrutinizer and to scrutinize the entire E-voting process in a fair and transparent manner.

Members may also take note of the following :

1. Date of Completion of sending of notices for E-Voting : September 04, 2017.
2. Date and time of commencement of voting through electronic means: Wednesday, September 27, 2017 at 9:00 a.m.
3. Date and time of end of voting through electronic means: Friday, September 29, 2017 at 5:00 p.m.
4. Website address of the Company where the Notice of Meeting is available : www.hariyanagroup.com

Please note that the E-voting facility will not be allowed beyond the time mentioned at 3 above.

NOTE : A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of member and the proxy need not be a member of the Company. The proxy to be effective should be lodged at the registered office of the company not later than 48 hours before the commencement of the meeting

For Hariyana Ship-Breakers Limited
Sd/-

Date : September 05, 2017

Place : Mumbai

Rakesh Reniwal
Managing Director



हरियाणा शिप-ब्रेकर्स लिमिटेड

(सीआयएन: एल६११००एमएच१९८१पीएलसी०२४७७४)

१५६, मेकर चेंबर्स VI, २२० जमनालाल बजाज मार्ग,

नारिमन पॉइंट, मुंबई - ४०० ०२१.

दूरध्वनी : ०२२ २२०४३२११, फॅक्स : ०२२-२२०४३२१५

ईमेल आयडी: contact@hariyanagroup.com; संकेतस्थळ: www.hariyanagroup.com

सूचना

याद्वारे सूचना देण्यात येते की, हरियाणा शिप-ब्रेकर्स लिमिटेड ("सदर कंपनी") (सीआयएन: एल६११००एमएच१९८१पीएलसी०२४७७४) च्या सदस्यांची ३६वी वार्षिक सर्वसाधारण सभा ("सभा") ही शनिवार, दि. ३० सप्टेंबर, २०१७ रोजी स. ९.३० वा. १५६, मेकर चेंबर्स VI, २२० जमनालाल बजाज मार्ग, नारिमन पॉइंट, मुंबई - ४०० ०२१ येथे सदर सूचनेतील व्यवसायांचा व्यवहार करण्यासाठी आयोजित करण्यात आली असून, तसेच त्यासोबत दि. ३१ मार्च, २०१७ रोजी संपलेल्या वित्तीय वर्षाकरिताच्या वित्तीय विवरणासह आणि संचालक आणि लेखापालांचा अहवाल हे कंपनीच्या सदस्यांना त्यांच्या नोंदणीकृत पत्त्यावर पाठविण्यात येणार आहे.

कंपनी अधिनियम, २०१३ कलम ११ सहवाचता कंपनी (व्यवस्थापन आणि प्रशासन) नियमावली, २०१४ च्या नियम १० जे सुधारित वेळेनुसार आणि सिक्युरिटीज अॅन्ड एक्सचेंज बोर्ड ऑफ इंडियाच्या नियमावली ४२ (लिस्टिंग ऑब्जिगेशन्स अॅन्ड डिस्कलोजर रिक्वायर्मेंट्स) नियमावली, २०१५ ("सेबी लिस्टिंग रेग्युलेशन्स") अन्वये याद्वारे सूचना देण्यात येते की, कंपनीच्या सदस्यांची नोंदणी आणि शेअर हस्तांतरण पुस्तिका ही ३६व्या कंपनीच्या सर्वसाधारण सभेच्या हेतूकरिता रविवार, दि. २४ सप्टेंबर, २०१७ रोजी ते शनिवार, दि. ३० सप्टेंबर, २०१७ पर्यंत (दोन्ही दिवसांचा समावेश) बंद ठेवण्यात येणार आहे.

कंपनी अधिनियम, २०१३ कलम १०८ सहवाचता कंपनी (व्यवस्थापन आणि प्रशासन) नियमावली, २०१४ च्या नियम २० सुधारित वेळेनुसार आणि सेबी लिस्टिंग रेग्युलेशन्सच्या नियमावली ४४ अन्वये याद्वारे सूचित करण्यात येते की, कंपनीने सदस्यांकरिता सदर ३६व्या एजीएममध्ये इलेक्ट्रॉनिक माध्यमाद्वारे आणि सदर बिझनेस हा ई-मतदान सर्व्हिसेस (रिमोट ई-मतदान) जे नॅशनल सिक्युरिटीज डिपॉझिटरी लिमिटेड (एनएसडीएल) द्वारे व्यवसायांचा व्यवहार करण्यासाठी मतदानाच्या अधिकाराकरिता सुविधा पुरविली आहे.

ई-मतदानाच्या माहितीसाठी, शेअरधारकांनी सदर एजीएमच्या सूचनेचा संदर्भ घ्यावा आणि जर ई-मतदानाबाबत शेअरधारकांना कोणत्याही शंका/तक्रार असल्यास त्यांनी एनएसडीएलच्या www.evoting.nsdl.com या संकेतस्थळावरून युझर मॅन्युअल डाऊनलोड करावे.

सदर कंपनीने श्री. दिलीप भ्राडिया, कार्यरत कंपनी सचिव यांची सदर ई-मतदानाची संपूर्ण प्रक्रिया स्वच्छ आणि पारदर्शकपणे तपासण्याकरिता तपासक म्हणून नियुक्ती केली आहे.

सदस्यांनी खालील सूचना घ्याव्यात:

१. ई-मतदानाकरिताच्या सूचना पाठविल्याची तारीख: ०४ सप्टेंबर, २०१७
२. इलेक्ट्रॉनिक माध्यमाद्वारे मतदान सुरू होण्याची तारीख आणि वेळ: बुधवार, दि. २७ सप्टेंबर, २०१७ रोजी स. ९.०० वा.
३. इलेक्ट्रॉनिक माध्यमाद्वारे मतदान संपण्याची तारीख आणि वेळ: शुक्रवार, दि. २९ सप्टेंबर, २०१७ रोजी स. ५.०० वा.
४. कंपनीच्या संकेतस्थळाचा पत्ता जेथे सदर सभेची सूचना उपलब्ध आहे.: www.hariyana-group.com

कृपया सूचना घ्यावी की, सदर ई-मतदानाची सुविधा ही वरील ३ मध्ये उल्लेखित वेळेनंतर नंतर वापरता येणार नाही.

टीप: सदर सदस्य वार्षिक सर्वसाधारण सभेत उपस्थित आणि मतदान करण्याकरिता सदस्यांऐवजी प्रॉक्सीची नियुक्ती करण्यास आणि उपस्थित आणि मतदान करण्यास हक्कदार असतील आणि सदर प्रॉक्सी हे कंपनीचे सदस्य नसावेत. सदर प्रॉक्सी परिणामस्वरूप होण्यासाठी सदर सभा सुरू होण्याच्या किमान ४८ तास अगोदर कंपनीच्या नोंदणीकृत कार्यालयात दाखल करावी.

हरियाणा शिप-ब्रेकर्स लिमिटेड करिता,
सही/-

दिनांक : ०५ सप्टेंबर, २०१७

ठिकाण: मुंबई

राकेश रेनिवाल

व्यवस्थापकीय संचालक

