

HARIYANA SHIP BREAKERS LTD

May 25, 2024

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

Scrip code: 526931
Scrip ID: HRYNSHP
ISIN: INE400G01011

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024

Ref: Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI Listing Regulations and SEBI Circular CIR/CED/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2024.

The above is for your information and record.

Yours faithfully,
For HARIYANA SHIP-BREAKERS LIMITED

Pooja Yadav
Company Secretary & Compliance Officer
(Mem. No. A68696)

Registered Office: 156 - Maker Chambers VI, 220, Jamnalal Bajaj Marg,
Nariman Point, Mumbai- 400 021
Tel: 022 - 22043211; Fax- 22043215 E-mail: secretarial.hariyana@gmail.com
CIN No. L61100MH1981PLC024774 Web Site: www.hariyanagroup.com
ISO Certified (14001:2004/ 9001:2008/ 30000:2009)

**SECRETARIAL COMPLIANCE REPORT OF HARIYANA SHIP-BREAKERS LIMITED
FOR THE YEAR ENDED 31ST MARCH 2024**

To,
The Board of Directors,
Hariyana Ship-Breakers Limited
156 Maker Chambers VI, 220, Jamnalal Bajaj Marg,
Nariman Point, Mumbai- 400 021

We have conducted the Annual Secretarial Compliance Audit of **Hariyana-Ship Breakers Limited** (hereinafter referred to as "the Company"/"listed entity") in terms of compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have examined:

- (a) all the documents and records made available to us and explanation provided by the Company;
 - (b) the filings/ submissions made by the listed entity with Securities and Exchange Board of India ("SEBI") and the Stock Exchanges,
 - (c) content on the website of the Company,
 - (d) other relevant document/ filings,
- for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:
- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; **NOT APPLICABLE**
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **TO THE EXTENT APPLICABLE**
- (d) SEBI (Buyback of Securities) Regulations, 2018; **NOT APPLICABLE**
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **NOT APPLICABLE**
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **NOT APPLICABLE**
- (g) SEBI (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **NOT APPLICABLE**
- (h) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Depositories and Participants) Regulations, 2018;
- (j) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
and circulars/ guidelines issued thereunder;



We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | Yes | Generally Complied |
| 2. | <p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes | Generally Complied |
| 3. | <p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website | Yes | Complied |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act,</p> | Yes | Complied |



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| | 2013 as confirmed by the listed entity. | | |
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | NA | None |
| 6. | <p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | Complied |
| 7. | <p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p> | Yes | Complied |
| 8. | <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p> | Yes | Complied |
| 9. | <p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | Yes | Complied |



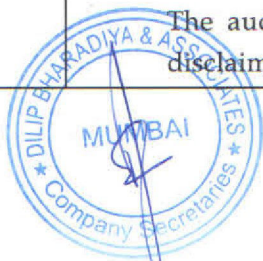
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|-----|---|-----|---|
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | Complied |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). | Yes | The action taken by BSE against the listed entity is provided under separate paragraph herein (**). |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | NA | None |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|---|-------------------------------|-------------------------------|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ | NA | None |



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| | audit report for the last quarter of such financial year as well as the audit report for such financial year. | | |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> | NA | None |
| | <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in</p> | NA | None |



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| | accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019. | NA | None |

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--|---|-----------------|----------------|---|--------------|---|--|---------|
| 1. | Submission of disclosure of related party transactions on consolidated basis. | Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 | Delay in submission of disclosure of related party transactions on consolidated basis for the half year ended March 31, 2023. | BSE | Fine | There was delay in submission of disclosure of related party transactions on consolidated basis for the half year ended March 31, 2023. | Rs. 11,800/- | The Company has paid the fine and ensured to take all possible measures so as to avoid subsequent non-compliance. | The Company has duly paid the Standard Operating Procedures (SOP) fine levied by BSE on July 15, 2023. | - |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports dated May 27, 2023:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|---------------------------------|--------------------------------------|-----------------|----------------|---------------------------------------|--------------|---|-------------------------------|---------|
| 1. | Prior intimation about the meeting of | Regulation 29(2) of SEBI (LODR) | Delay in furnishing prior intimation | BSE | Fine | There was a delay in furnishing prior | Rs. 11,800/- | The Company has paid the | The Company has duly paid the | - |



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| | the board of directors | Regulations, 2015 | n about the meeting of the board of directors held 14 th November 2022. | | | intimation about the meeting of the board of directors held on 14 th November 2022. | | fine and ensured to take all possible measures so as to avoid subsequent non-compliance. | Standard Operating Procedures (SOP) fine levied by BSE on 13 th January 2023. | |
| 2. | Submission of quarterly and year-to-date standalone financial results within forty-five days of end of each quarter, other than the last quarter. | Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 | Non-submission of Asset & Liability and Cash flow statement for the quarter ended September 30, 2022. | BSE | Fine | Non-submission of Asset & Liability and Cash flow statement for the quarter ended September 30, 2022 in pdf Format. | Rs. 1,77,000/- | The Company has made a representation to BSE for waiver of fine imposed and the same is pending with BSE for further action. | On being notified of non-compliance, the Company took all possible measures to make good the error. Further, the Company has also made a representation to BSE for waiver of fine imposed on 1st February 2023 and the same is pending with BSE for further action. | - |

For DILIP BHARADIYA & ASSOCIATES

DILIP BHARADIYA

Partner

FCS No.: 7956, CP No.: 6740

UDIN: F007956F000450277

Peer Review Number: 2268/2022

Place: Mumbai

Date: May 25, 2024

