



# HARIYANA SHIP BREAKERS LTD

May 25, 2024

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

Scrip code: 526931  
Scrip ID: HRYNSHP  
ISIN: INE400G01011

Sub: Postal Ballot Notice of Hariyana Ship Breakers Limited ("the Company")

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to the above referred, please find enclosed herewith the Postal Ballot Notice dated May 25, 2024 ("*said Notice*"), seeking approval of members of the Company by way of a special resolution through Postal Ballot for appointment of Mr. Yogesh Thakkar (DIN: 00043588), as Non-Executive Independent Director of the Company.

In accordance with applicable laws, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Link Intime India Private Limited ("*RTA*")/ Depositories as on Friday, May 17, 2024 ("*cut-off date*"). The same is also available on the Company's website [www.hariyanagroup.com](http://www.hariyanagroup.com), and website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>

The remote e-voting period shall commence on Thursday, May 30, 2024 (9:00 a.m. IST) and conclude on Friday, June 28, 2024 (5:00 p.m. IST).

The results of the e-voting shall be declared on or before Sunday, June 30, 2024.  
Kindly take the above disclosure on your record.

Thanking you.  
Yours faithfully,

For HARIYANA SHIP- BREAKERS LIMITED

  
\_\_\_\_\_  
Pooja Yadav  
Company Secretary & Compliance Officer  
(Mem no. A68696)

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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: [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com)  
CIN No. L61100MH1981PLC024774 Web Site: [www.hariyanagroup.com](http://www.hariyanagroup.com)  
ISO Certified (14001:2004/ 9001:2008/ 30000:2009)



**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 pursuant to Section 108, 110 of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out hereunder are proposed for approval of the Members of Hariyana Ship Breakers Limited (“the Company”) as Special Resolution, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (“Remote e-Voting”):

<b>Sr. No.</b>	<b>Particulars</b>
1.	Appointment of Mr. Yogesh Thakkar (DIN: 00043588) as Non-Executive Independent Director of the Company

The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company ([www.hariyanagroup.com](http://www.hariyanagroup.com)) and on the website of NSDL. The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal



Ballot process. The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. (IST) on Thursday, May 30, 2024
Conclusion of e-voting period	5.00 p.m. (IST) on Friday, June 28, 2024
Cut-off date for eligibility to vote	Friday, May 17, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Friday, June 28, 2024, and will be disallowed thereafter.

The Company has appointed Mr. Dilip Bharadiya (Membership No. FCS 7956), failing him Mrs. Shivangini Gohel (Membership No. ACS 25740), both Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries, as Scrutinizer as authorized by the Board at its meeting held on May 25, 2024, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before Sunday, June 30, 2024. The same will be displayed on the website of the Company: [www.hariyanagroup.com](http://www.hariyanagroup.com), the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also shall be communicated to BSE Limited ("BSE"), where the Company's equity shares are listed.



**SPECIAL BUSINESS:**

**RESOLUTION NO. 1 - APPOINTMENT OF MR. YOGESH THAKKAR (DIN: 00043588)  
AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors and subject to approval of Gujarat Maritime Board (GMB), Mr. Yogesh Thakkar (DIN: 00043588), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and who is over the age of Seventy Five years be and is hereby appointed as Non- Executive Independent Director of the Company for a period of 5 (five) years till March 31, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

On behalf of the Board of Directors  
For **HARIYANA SHIP- BREAKERS LIMITED**

sd/-  
**RAKESH RENIWAL**  
**MANAGING DIRECTOR**  
(DIN: 00029332)

Date: May 25, 2024  
Place: Mumbai

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

## NOTES

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 17 hereunder.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on **Friday, May 17, 2024** (i.e. **Cut-off date**), and whose e-mail IDs are registered with the Depository Participants (DPs) or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given in note no. 16 hereunder.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at [www.hariyanagroup.com](http://www.hariyanagroup.com), website of the stock exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of our e-Voting agency i.e. NSDL e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
7. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: [www.hariyanagroup.com](http://www.hariyanagroup.com).
8. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on **Friday, May 17, 2024, i.e. the Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-

Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.

9. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.
10. **The Remote e-Voting will commence on Thursday, May 30, 2024 at 09:00 a.m. IST and will end on Friday, June 28, 2024 at 5:00 p.m. IST.** Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
11. Members are requested to cast their vote through the Remote e-Voting process not later than **5:00 p.m. IST on Friday, June 28, 2024**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Members, the Members shall not be allowed to change these subsequently.
12. The Company has appointed Mr. Dilip Bharadiya (Membership No. FCS 7956), failing him Mrs. Shivangini Gohel (Membership No. ACS 25740), both Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries, as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same.
13. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or such person as authorized, on or before **Sunday, June 30, 2024**. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hariyanagroup.com](http://www.hariyanagroup.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed.
15. The Resolution, if approved through Postal Ballot, shall be deemed to have been passed on **Friday, June 28, 2024**, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
16. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
  - In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com).

- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting



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services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**





<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dilipbcs@gmail.com with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Rahul Rajbhar at [evoting@nsdl.com](mailto:evoting@nsdl.com)

On behalf of the Board of Directors  
For **HARIYANA SHIP- BREAKERS LIMITED**

sd/-  
**RAKESH RENIWAL**  
**MANAGING DIRECTOR**  
(DIN: 00029332)

Date: May 25, 2024  
Place: Mumbai

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



## EXPLANATORY STATEMENT

(As required by Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out material facts relating to the business under Item No. 1 of the accompanying Notice dated May 25, 2024)

### ITEM NO. 1

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on March 31, 2024, appointed Mr. Yogesh Thakkar (DIN: 00043588) as an Additional Director in the capacity of Non Executive Independent Director of the Company for a term of five (5) years with effect from April 1, 2024, to March 31, 2029 (both days inclusive) subject to the approval of Gujarat Maritime Board ("GMB") and the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014,
- ii) Intimation in Form DIR 8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

The Nomination and Remuneration Committee ("NRC") has determined criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.

Basis the aforementioned parameters, the NRC deliberated the candidature of Mr. Yogesh Thakkar and recommended the same to the Board.



Mr. Yogesh Thakkar graduated in Science. He is very active in community and social causes. He has over 25 years of vast experience in Management consulting and possesses appropriate skills, experience and knowledge in fields of finance, management, sales, marketing, administration and corporate governance. His rich experience and diverse expertise are well aligned to the role and capabilities for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Thakkar as Non Executive Independent Director of the Company from April 1, 2024 to March 31, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

The Company is regulated by rules/regulations of Gujarat Maritime Board (hereafter referred to as "GMB"), and hence the said appointment shall be subject to the approval of GMB. The Company has already made the application with GMB on March 27, 2024 and awaiting the approval for the said appointment. In case of rejection of the said appointment by GMB, the Company shall take resignation from Mr. Thakkar effective from the date of his appointment.

Further Mr. Thakkar is over the age of Seventy Five years, however, the Board, based on the recommendation of the NARC Committee, considered that his appointment would be beneficial to the Company, given his background and experience.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Thakkar as Non Executive Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Thakkar, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

**Annexure to the Notice**

**Details of Director seeking Appointment**

Disclosures, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

<b>Name of Director</b>	<b>Mr. Yogesh Thakkar</b>
<b>Director Identification Number</b>	00043588
<b>Designation/category of the Director</b>	Non-Executive Independent Director
<b>Age</b>	77 Years
<b>Date of first appointment on the Board</b>	April 01, 2024
<b>Qualification</b>	Graduataion in Science
<b>Profile, Experience and Expertise in specific functional areas</b>	Mr. Thakkar has over 25 years of vast experience in Management consulting and possesses appropriate skills, experience and knowledge in fields of finance, management, sales, marketing, administration and corporate governance.
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil
<b>Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.</b>	Nil
<b>Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice</b>	Nil
<b>No. of meetings of the Board attended during the year</b>	Nil
<b>Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company</b>	NA
<b>Terms &amp; conditions of the appointment</b>	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto
<b>The remuneration last drawn by such person (if applicable)</b>	Nil
<b>Details of Remuneration sought to be paid</b>	Eligible for sitting fees and commission, as and when approved by the Board





Resignation from Listed Entities in past three years	Nil Mr. Thakkar ceased to be Independent Director of Inducto Steel Limited w.e.f. March 31, 2024 due to completion of tenure.
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On behalf of the Board of Directors  
For **HARIYANA SHIP- BREAKERS LIMITED**

sd/-  
**RAKESH RENIWAL**  
**MANAGING DIRECTOR**  
(DIN: 00029332)

Date: May 25, 2024  
Place: Mumbai

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