HARIYANA METALS LIMITED

CIN: L99999MH1975PLC018080

41st ANNUAL REPORT

2015-16

BOARD OF DIRECTORS

Mr. Harish Agrawal– Chairman & Executive Director
Mr. Dinesh Agrawal– Executive Director
Mrs. Suruchi Agrawal– Non-Executive Director
Mr. Chandrakant Dahale– Independent Director
#Ms. Arthi Khandelwal– Independent Director
#Ms. Daksha Patel – Independent Director
#Ms. Sanjoli Agarwal– Company Secretary

#Appointed w.e.f. 11th January, 2016

KEY MANAGERIAL PERSONNEL

Mr. Harish Agrawal- Managing Director

REGISTERED OFFICE:
Near Old Motor Stand,
Itwari, Nagpur – 440008.

AUDITORS
Sajjad Rasul & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENTS
Purva Sharegistry (India) Pvt. Ltd.
Unit No.9, Shiv Shakti Industrial Estate,
J R Boricha Marg, Opp. Kasturba Hospital,
Lower Parel, (E), Mumbai – 400011.

IDBI Bank, Civil Line Branch

Nagpur Nagrik Sahakari Bank Ltd, Itwari Branch

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting (AGM) of the Members of HARIYANA METALS Limited will be held on Monday, the 26th day of September, 2016 at 02:30 P.M. at Old Motor Stand, Itwari, Nagpur - 440008 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon;

2. To appoint a Director in place of Mr. Dinesh Agrawal, (DIN: 00291086) who retires by rotation and being eligible, offers himself for re-appointment.

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to sections 139, 140 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit) Rules, 2014, recommendations made by Audit Committee and subject to consent of the members of the Company, M/s. Sajjad Rasul & Co., Chartered Accountants, Nagpur, as the Statutory Auditors of the Company to hold the office till the Conclusion of the Annual General Meeting to be held in the calendar year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.".

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 152 & 161, and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Arthi Khandelwal (DIN: 07155892) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 11th January, 2016 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing together with the requisite sum of rupees one lakh under section 160 of the Companies Act, 2013 from herself proposing her candidature as a Director, be and is hereby appointed a Director of the Company whose term of office shall be subject to retirement by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 152 & 161, and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Daksha Patel (DIN: 07403894) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 11th January, 2016 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing together with the requisite sum of rupees one lakh under section 160 of the Companies Act, 2013 from herself proposing her candidature as a Director, be and is hereby appointed a Director of the Company whose term of office shall be subject to retirement by rotation."

By Order of the Board
For HARIYANA METALS Limited

Sd/-
Harish Agrawal
Chairman
DIN: 00291083

Registered Office:
Old Motor Stand,
Itwari, Nagpur – 440008.

CIN: L28100MH1972PLC015817

Date: 12th August, 2016

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The Statement pursuant to Section 102 (1) of the Companies Act, 2013 for items No. 4 & 5 of the accompanying notice as under:

Item No.4:

Ms. Arthi Khandelwal (DIN: 07155892) was appointed as an Additional Director by the Board with effect from 11th January, 2016, pursuant to Section 161 of the Companies Act, 2013 read with the provisions of the Articles of Association.

Pursuant to Section 161 of the Companies Act, 2013 Ms. Arthi Khandelwal, will hold the office up to the ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of Rs. 100000/-, proposing the candidature of Ms. Arthi Khandelwal for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Ms. Arthi Khandelwal is graduate and having an expertise in the field of Secretarial matters and administration.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Ms. Arthi Khandelwal, is concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as item No.4 for your approval.

Item No.5:

Ms. Daksha Patel (DIN: 07403894) was appointed as an Additional Director by the Board with effect from 11th January, 2016, pursuant to Section 161 of the Companies Act, 2013 read with the provisions of the Articles of Association.

Pursuant to Section 161 of the Companies Act, 2013 Ms. Daksha Patel, will hold the office up to the ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of Rs. 100000/-, proposing the candidature of Ms. Daksha Patel for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Ms. Daksha Patel is graduate and having an expertise in the field of Human Resource Management.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Ms. Daksha Patel, is concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as item No.5 for your approval.

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

(Pursuant to Regulation 36 (3) of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard – 2)

Name of the Directors	**Dinesh Agrawal**	**Arthi Khandelwal**	**Daksha Patel**
Date of Birth		23/02/1982	
Date of First Appointment on the Board	01/05/1995	11/01/2016	11/01/2016
Experience/ Expertise in specific functional areas	Administration and Marketing	Secretarial Services and administration	Human Resource Management.
Terms and Conditions of appointment / re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013.	Pursuant to clause IV (6) of the Companies Act, 2013.	Pursuant to clause IV (6) of the Companies Act, 2013.
Details of remuneration sought to be paid and remuneration last drawn.	Nil	Sitting fees as decided by the Nomination and Remuneration Committee and Board of Directors.	Sitting fees as decided by the Nomination and Remuneration Committee and Board of Directors.
Number of meetings of the Board of Directors attended during the FY 2015-16.	05	01	01
*Other Directorships Held	1. Prabhu Steel Industries Limited 2. Bullish Bonds & Holdings Limited	1. Fischer Chemic Ltd.	Nil

**Directorship in the Private Limited Companies not considered.*

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. 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 CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Mon*day 18th September, 2016 to Monday, 26th September, 2016* (both days inclusive)** for the purpose of Annual General Meeting for the financial year ended 31st March, 2016.

4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.

5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.

6. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.

7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

7. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

8. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, **PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**, having their address, at Unit No.9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel, (E), Mumbai – 400011.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.

10. Section 20 of the Companies Act, 2013 permits service of documents on members by the Company through electronic mode. Also, the Ministry of Corporate Affairs, Government of India (vide its circular no. 17/2011 and 18/2011 dated April, 29, 2011 respectively), has undertaken a "Green initiative in Corporate Governance". Accordingly, electronic copy of the Annual Report for FY 2015-16 is being sent to all members whose email ids are registered with the Company/ Depository Participants for communication purposes. Members may also note that the Annual Report for FY 2015-16, will also be available on the Company's website www.hariyanametals.in

11. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for financial year 2015-2016 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company 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, upon making a request for the same, by post free of cost.

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) members have been provided facility to exercise their right to vote at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through e- Voting Services provided by Central Depository Services Limited (CDSL).

2. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.

3. Mr. Mandar Palav, (C.P.No. - 13006), Partner of DSM & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

4. The voting period begins on **23rd September, 2016 at 10.00 a.m.** and ends on **25th September, 2016 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **18th September, 2016,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

5. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

6. The Results of E-voting and Physical Voting at the Annual General Meeting along with the scrutinizers' report shall be placed on the website of the Company and shall also be communicated to the Stock Exchange.

A) Step-by-Step procedure and instructions for casting your vote electronically are as under in case of members receiving e-mail:

Step-1: Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

Step-2: Click on "Shareholders" tab.

Step-3: Now Enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step-4: Next enter the Image Verification as displayed and Click on Login.

Step-5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Step-6: If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on _____. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

Step-7: After entering these details appropriately, click on "SUBMIT" tab.

Step-8: Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step-9: For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

Step-10: Click on the EVSN for HARIYANA METALS LIMITED on which you choose to vote.

Step-11: On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step-12: Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step-13: After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step-14: Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

Step-15: You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step-16: If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step- 17: Note for Non-Individual shareholders and Custodians

- Non – Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2016, may follow the same instructions as mentioned above for e-Voting.

Step – 18: In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For HARIYANA METALS Limited

Sd/-
Harish Agrawal
Chairman
DIN: 00291083

Registered Office:
Old Motor Stand,
Itwari, Nagpur – 440008.

CIN: L28100MH1972PLC015817

Date: 12th August, 2016