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# 34TH ANNUAL REPORT

## 2014 - 2015

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**Sponge Iron**

**Real Estate**

**Ship Breaking**

**Investment**

**Trading**



**HARIYANA**  
SHIP BREAKERS LTD

ISO Certified

ISO = 14001:2004 / OHSAS = 18001: 2007

**HARIYANA SHIPBREAKERS LIMITED**

(CIN: L61100MH1981PLC024774)

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS:**

Mr. Shantisarup Reniwal (DIN 00040355)	Managing Director
Mr. Rakesh Reniwal (DIN 00029332)	Executive Director
Mrs. Unnati Reniwal (DIN 00041306) (Appointed w.e.f. 02.06.2014)	Executive Director
Mrs. Lalitadevi Reniwal (DIN 00385265) (Resigned w.e.f. 02.06.2014)	Executive Director
Mr. Manohar Wagh (DIN 02622648)	Independent & Non Executive Director
Mr. Pradeep Bhatia (DIN 02903984)	Independent & Non Executive Director
Mr. Tejasbhai Thakker (DIN 03017277)	Independent & Non Executive Director

**KEY MANAGERIAL PERSONNEL:**

*Mr. Shantisarup Reniwal	Managing Director
*Ms. Disha Shah	Company Secretary
*Mr. Rajeev Reniwal	Chief Financial Officer
*Appointed w.e.f. 30.03.2015	

**STATUTORY AUDITORS:**

M/s. P. D. Goplani & Associates

**BRANCH AUDITORS:**

M/s. Lahoti Navneet & Co.

**INTERNAL AUDITOR:**

Mr. Amol Shah

**BANKERS:**

Punjab National Bank

**REGISTERED OFFICE:**

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

E-Mail: [contact@hariyanagroup.com](mailto:contact@hariyanagroup.com)

Web Site: - [www.hariyanagroup.com](http://www.hariyanagroup.com)

**BRANCH OFFICE:**

· Hariyana House, 2165/A-2, 2<sup>nd</sup> Floor, Sanskar Mandal Chowk, Bhavnagar – 364 002.

· 206 Barton Centre, M.G. Road, Bangalore – 560 001.

**SHIP BREAKING YARD:**

Plot No.14, Ship Breaking Yard, Alang, District Bhavnagar.

**SPONGE IRON PLANT:**

Survey No. 12, 14, 15, Shanthigrama (Hubli), Kanchanhally Village, Hassan – 573201, Karnataka.

**REGISTRAR & SHARE TRANSFER AGENTS:**

Sharex Dynamic (India) Pvt. Ltd.

Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400 072.

Tel: 2851 5606/ 2851 5644 Fax: 2851 2885

E-mail:- [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

Website:- [www.sharexindia.com](http://www.sharexindia.com)

**Go Green Today**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to effect electronic delivery of documents. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of Annual Reports and other documents of your Company sent to shareholders. Members are requested to support this green initiative by updating their email address with the respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company's Registrar and Transfer Agents, in case of physical shareholding. Join this cause and make the world a cleaner, greener and healthier place to live.

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**Annual General Meeting**

**Date** : Wednesday, 30th September, 2015

**Time** : 09:00 a.m.

**Venue** : 156 Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021

**NOTICE**

Notice is hereby given that the **34<sup>th</sup> Annual General Meeting** of the Shareholders of **Hariyana Ship Breakers Limited** (CIN : L61100MH1981PLC024774) will be held on Wednesday, 30<sup>th</sup> September 2015, at 9.00 a.m. at 156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial statements for the financial year ended 31<sup>st</sup> March 2015 and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Unnati Reniwal (DIN: 00041306), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. P. D. Goplani & Associates, Chartered Accountants, Mumbai having ICAI Firm Registration No. 118023W, be and are hereby appointed as Statutory Auditors of the Company for the Company’s financial year, 2015-16, to hold office from the conclusion of 34<sup>th</sup> Annual General Meeting until the conclusion of 35<sup>th</sup> 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 service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company be and are hereby authorised to appoint Branch Auditors, M/s. Lahoti Navneet & Co., Mumbai, having ICAI Firm Registration No. 116870W, to audit the accounts in respect of the Company’s branches and to fix their terms and conditions of appointment and remuneration, as may be agreed upon by the Board of Directors, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the branches/offices outside India for the year ending March 31, 2016.”

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, the remuneration of Rs.40,000/- (Rupees Forty Thousand only) plus re-imbursement of out-of pocket expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board payable to M/s. Kewlani & Associates, Cost Accountants (Firm Registration No. 101593) as Cost Auditors to conduct audit of cost records made and maintained by the Company pertaining to “Steel Products” as prescribed under the Companies

## HARIYANA SHIP BREAKERS LIMITED

(Cost Records and Audit) Rules, 2014 as amended from time to time, for financial year commencing on 1<sup>st</sup> April 2015 and ending on 31<sup>st</sup> March 2016, be and is hereby ratified and confirmed.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the resolution passed in the previous Annual General Meeting held on 28th September 2012 and pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, approval of the Company be and is hereby accorded to ratify the re-appointment of Mr. Shantisarup Reniwal (DIN:00040355) as Managing Director of the Company for a period of five years with effect from 28.09.2012, on the terms and conditions as passed at the Annual General Meeting dated 28.09.2012, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Shantisarup Reniwal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit during the term of Mr. Shantisarup Reniwal acting as Managing Director, remuneration payable to him, if any, shall be paid as per the monetary ceiling prescribed under Schedule V to the Companies Act, 2013 or as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of the earlier resolution and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set part for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.1250 Crore (Rupees One Thousand Two Hundred Fifty Crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies, are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company by adopting Table F of Schedule I of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to this resolution.”

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

Sd/-

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

**Registered Office:**  
156, Maker Chambers VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021.

**Date:** 25<sup>th</sup> August 2015  
**Place:** Mumbai

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 24<sup>th</sup> September 2015 to Wednesday, 30<sup>th</sup> September 2015 (both days inclusive).
4. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
5. Electronic copy of the 34<sup>th</sup> Annual Report 2014-15, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the Notice of the 34<sup>th</sup> Annual Report 2014-15, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
6. 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 31<sup>st</sup> March 2015, 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 the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA
  - iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
  - v. Approach the R&TA of the Company for consolidation of folios.
  - vi. 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).

- vii. 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.
- 7. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 8. The Company has listed its shares on the BSE Limited. The listing fees till date have been paid.
- 9. All the 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.
- 10.
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 34<sup>th</sup> Annual General Meeting, by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
  - 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 e-voting shall be able to exercise their right at the meeting through Ballot Paper.
  - iii. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - iv. The e-voting period commences on Sunday, 27<sup>th</sup> September 2015 (9:00 am) and ends on Tuesday, 29<sup>th</sup> September 2015 (5:00 pm). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, 23<sup>rd</sup> September 2015, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, Member shall not be allowed to change it subsequently.

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

**A. For Members receiving e-mail on their registered email ids from NSDL:**

- a. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password” for e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- c. Click on “Shareholder - Login”.
- d. Put User ID and password as initial password noted in step (1) above and Click Login.
- e. Password Change Menu appears. Change the password 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.





## HARIYANA SHIP BREAKERS LIMITED

- f. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
- g. Select “EVEN” of HARIYANA SHIP BREAKERS LIMITED.
- h. Members can cast their vote online from 9.00 am on Sunday, 27<sup>th</sup> September 2015 till 5.00 p. m. on Tuesday, 29<sup>th</sup> September 2015.
- i. E-Voting shall not be allowed beyond 5.00 pm on Tuesday, 29<sup>th</sup> September 2015.
- j. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- k. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted. Kindly note that vote once casted cannot be modified.
- l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 are authorized to vote, to the Scrutinizer through e-mail [scrutinizerdilip@gmail.com](mailto:scrutinizerdilip@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### B. For Members whose e-mail address is not registered:

- a. Initial password is provided separately in the Annual Report posted for the AGM:

EVEN (e-voting Event Number)	USER ID	PASSWORD/PIN
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- b. Please follow all steps from Sl. No. 10(A)(b) to Sl. No. 10(A)(k) above, to cast vote.
- c. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- d. 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.
- e. 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).
- f. 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, 23<sup>th</sup> September 2015.
- g. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date, 23<sup>th</sup> September 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA). 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” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- h. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- i. 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.

11. The Company has appointed Mr. Dilip Bharadiya, Practising Company Secretary FCS 7956 and CP 6740 as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from item No. 1 to 8 of the Notice for point No. 9 as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013.
12. 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.
13. 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 ballot paper in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than three days of the conclusion of the AGM, a consolidated 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.
14. The Results declared, along with the report of the Scrutinizer, shall be placed on the website of the Company and on the website of NSDL 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.
15. Members can access the Annual Report 2014-15 of the Company circulated to them on the website of the Company or on the Stock Exchange, [www.bseindia.com](http://www.bseindia.com)
16. 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.
17. 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.

On behalf of the Board of Directors

For **HARIYANA SHIP BREAKERS LIMITED,**

**Sd/-**

**Shantisarup Reniwal**

Managing Director  
(DIN 00040355)

**Registered Office:**

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

**Date:** 25<sup>th</sup> August 2015

**Place:** Mumbai