



HARIYANA

SHIP BREAKERS LTD

ISO Certified (ISO 14001:2004 / 9001:2008 / 30000:2009)

ANNUAL REPORT

36TH

2016-17

Real Estate

Sponge Iron

Trading

Investment

Ship Breaking

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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HARIYANA SHIP BREAKERS LIMITED

HARIYANA SHIP- BREAKERS LIMITED

(CIN: L61100MH1981PLC024774)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Shantisarup Reniwal (DIN: 00040355)

Chairman & Executive Director
(Resigned from the designation of
Managing Director and retained as
Executive Director w.e.f. April 1, 2017)
Managing Director (w.e.f. April 01, 2017)
Executive Director
Independent & Non Executive Director
Independent & Non Executive Director
Independent & Non Executive Director

Mr. Rakesh Reniwal (DIN: 00029332)

Mrs. Unnati Reniwal (DIN: 00041306)

Mr. Manohar Wagh (DIN: 02622648)

Mr. Pradeep Lilaram Bhatia (DIN: 02903984)

Mr. Tejasbhai Thakker (DIN: 03017277)

KEY MANAGERIAL PERSON

Mr. Rakesh Reniwal

Mr. Rajeev Reniwal

Ms. Swati Chauhan

Managing Director (w.e.f. April 01, 2017)
Chief Financial Officer
Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. P. D. Goplani & Associates

SECRETARIAL AUDITORS

M/s. Dilip Bharadiya & Associates

INTERNAL AUDITOR

Mr. Amol Shah

BANKER(S)

Punjab National Bank

REGISTERED OFFICE

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

E-mail: contact@hariyanagroup.com | Website: www.hariyanagroup.com

BRANCH OFFICE

Hariyana House, 2165/A-2, 2nd Floor, Sanskar Mandal Chowk, Bhavnagar-364002

SHIP BREAKING YARD

Plot No.14, Ship Breaking Yard, Alang, District Bhavnagar, Gujarat- 364001

REGISTRAR & SHARE TRANSFER AGENTS (R&TA)

Sharex Dynamic (India) Pvt. Ltd.

Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400072

Tel: 2851 5606/ 2851 5644 Fax: 2851 2885

E-mail: sharexindia@vsnl.com

Website: www.sharexindia.com

NOTICE

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

ORDINARY BUSINESS:

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

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

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

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

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

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

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

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

SPECIAL BUSINESS:

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

To consider and if thought fit, pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in its meeting held on April 01, 2017 and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 (*“the Act”*), the relevant provisions of the Articles of Association of the Company and subject to such other approvals, as may be necessary, the Company hereby approves the appointment and terms of remuneration of Mr. Rakesh Reniwal (DIN: 00029332) as the Managing Director of the Company for a period of 3 years w.e.f. April 01, 2017 and upon the terms and conditions as detailed in the explanatory statement attached hereto including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as *“the Board”* which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Rakesh Reniwal in the best interests of the Company and as may be permissible at law.

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

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

On behalf of the Board of Directors

For **Hariyana Ship- Breakers Limited**

Sd/-

Shantisarup Reniwal

Chairman

(DIN: 00040355)

Date: May 30, 2017

Place: Mumbai

NOTES:

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

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

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

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

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

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

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

7. Members are requested to :-

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

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

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

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

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

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