

# HARIYANA

## SHIP BREAKERS LTD

September 07, 2024

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

Scrip code: 526931  
Scrip ID: HRYNSHP  
ISIN: INE400G01011

Sub: Notice of the 43<sup>rd</sup> Annual General Meeting ('AGM') of Hariyana Ship-Breakers Limited

Dear Sir/Madam,

We wish to inform that the 43<sup>rd</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 30, 2024 at 09:00 A.M IST through video conferencing or other audio-visual means (VC/ OAVM).

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed the Notice of 43<sup>rd</sup> Annual General Meeting of the Company to be held on September 30, 2024, which is also uploaded on the website of the Company at [www.hariyanagroup.com](http://www.hariyanagroup.com)

The above is for your information and record.

Thanking You,

Yours faithfully,

For HARIYANA SHIP- BREAKERS LIMITED

POOJA YADAV  
COMPANY SECRETARY & COMPLIANCE OFFICER  
(MEM NO. A68696))

Enclosure: As above

**NOTICE**

Notice is hereby given that the **43<sup>rd</sup> Annual General Meeting** (“AGM” or “the Meeting”) of the members of **Hariyana Ship- Breakers Limited** will be held on **Monday, September 30, 2024** at **09.00 a.m. through** Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Statutory Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Shantisarup Reniwal (DIN: 00040355), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. LLB & Co., Chartered Accountants (Firm Registration Number: 117758W) as Joint Statutory Auditors of the Company.

To consider and if thought fit, to pass, with or without modification(s), 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. LLB & Co., Chartered Accountants (Firm Registration Number 117758W), be and is hereby appointed as one of the Joint Statutory Auditors of the Company to hold office for a first term of five consecutive years from the conclusion of 43<sup>rd</sup> Annual General Meeting till the conclusion of 48<sup>th</sup> Annual General Meeting of the Company, at a remuneration as may be determined by the Board of Directors in consultation with the said Auditors.

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

**SPECIAL BUSINESS**

4. To appoint Mr. Viral Kumar Teli (DIN: 10746522) as Non-Executive Independent Director of the Company and in this regard, pass the following resolution as *Special Resolution*:

**“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. Viral Kumar Teli (DIN: 10746522), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 29, 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 be and is hereby appointed as Non- Executive Independent Director of the Company for a tenure of 5 consecutive years commencing from August 29, 2024 to August 28, 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.”

5. To appoint Mr. Divyush Goenka (DIN: 00459230) as Non-Executive Independent Director of the Company and in this regard, pass the following resolution as *Special Resolution*:

**“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. Divyush Goenka (DIN: 00459230), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 29, 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 be and is hereby appointed as Non- Executive Independent Director of the Company for a tenure of 5 consecutive years commencing from August 29, 2024 to August 28, 2029, and that he shall not be liable to retire by rotation.



# HARIYANA SHIP BREAKERS LTD

**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."

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

**"RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Kewlani & Associates, Cost Accountants (Firm Registration No. 003362), appointed by the Board of Directors to conduct the audit of the cost records of the Company be paid a remuneration for the financial year ending March 31, 2025 of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.

On behalf of the Board of Directors  
For **Hariyana Ship- Breakers Limited**

**Rakesh Reniwal**  
Managing Director  
(DIN: 00029332)

**Unnati Reniwal**  
Director  
(DIN: 00041306)

Date: September 05, 2024  
Place: Mumbai





### NOTES

1. Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time (hereinafter referred as "MCA Circulars"), physical attendance of the Members to the AGM venue is not required and the Meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 156, Maker Chambers VI, 220 Jammalal Bajaj Marg, Nariman Point, Mumbai-400021.
2. The relevant explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("AGM/Meeting") is annexed hereto. Further the details in pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("*Listing Regulations*") and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting under Item No. 2, 4 and 5 of the Notice, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment and re-appointment. In terms of LODR, none of the directors seeking re-appointment at the forthcoming AGM have resigned from any listed entities in the past three years.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended, from time to time) and Regulation 44 of LODR (as amended, from time to time), and MCA circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
7. In line with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, May 13, 2022, January 5, 2023 and October 07, 2023 the Notice calling the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). The Notice along with the Annual Report 2023-24 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and at the website of the Company at [www.hariyanagroup.com](http://www.hariyanagroup.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and the Company at [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.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.
9. In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed to be approved at this AGM. Relevant documents referred to in the accompanying Notice calling the AGM will be made available for electronic inspection by the Members upon sending the email to the Company at [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com) upto the date of the AGM.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
11. Members holding shares in physical form are requested to furnish bank details, e-mail address, change of address, etc. to the Company's Registrar & Share Transfer Agents: Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083, so as to reach them latest by **Monday, September 23, 2024**, in order to take note of the same. In respect of Members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by

the Company. Hence, Members holding shares in demat mode should update their records at the earliest.

12. SEBI has mandated securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialize shares that are held by them in physical form.
13. 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.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com)
15. Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend remained unclaimed or unpaid for a period of seven consecutive years or more to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.hariyanagroup.com/investor-relations-hsbl.html>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPF/refund.html> or contact Link Intime India Private Limited for lodging claim for refund of shares and / or dividend from the IEPF Authority.

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 the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) with a copy marked to the Company at [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com).

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**Registered Office:** 156 - Maker Chambers VI, 220, Jammalal 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)

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- 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) by email to the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) with a copy marked to the Company at [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) below i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
  - Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
17. The remote e-voting period begins on Friday, September 27, 2024 at 9:00 A.M. and ends on Sunday, September 29, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 23, 2024.
18. 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 the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
19. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the AGM shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.
20. Based on the report received from the Scrutinizer, the Company will submit within two working days of the conclusion of the Meeting to the stock exchange i.e BSE Limited, details of the voting results as required under Regulation 44(3) of the LODR.
21. The results declared along with the Scrutinizer's report, will be posted on the website of the Company at [www.hariyanagroup.com](http://www.hariyanagroup.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchange.
22. **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 and joining virtual meeting 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.	<ol style="list-style-type: none"> <li>1. Existing IDeAS 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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App</li> </ol>

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Tel: 022 – 22043211; Fax- 22043215 E-mail: [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com)





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## SHIP BREAKERS LTD

	<p>“NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>
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 or joining virtual meeting & voting during the meeting.

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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 above mentioned website.

**B) Login Method for e-Voting and joining virtual meeting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.co.in](mailto:evoting@nsdl.co.in) 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 and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".



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.

### **How to cast your vote electronically during the AGM on NSDL e-Voting system?**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

<b>Login type</b>	<b>Helpdesk details</b>
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.co.in">evoting@nsdl.co.in</a> or call at 18001020990 and 1800 224430
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 022-23058738 or 022-23058542-43



**Instructions for Members for E-voting and Attending the AGM through VC/OAVM are as under:**

- 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 of Monday, September 23, 2024 shall be entitled to avail either the facility of remote e-voting prior to the AGM or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.
- Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date i.e. of Monday, September 23, 2024 may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Non-Resident Indian Members are requested to immediately inform the Company or Link Intime India Private Limited or to the concerned Depository Participant(s), regarding:

- the change in the residential status on return to India for permanent settlement; and/or
  - the particulars of the NRE Account with a Bank in India, if not furnished earlier.
- Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or Link Intime India Private Limited, quoting their Folio No. or DP ID-Client ID, as the case may be. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.hariyanagroup.com](http://www.hariyanagroup.com) Members holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or Link Intime India Private Limited.
  - All the Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants - in case the shares are held by them in dematerialised form and to the Company in case the shares are held by them in physical form.
  - SEBI has mandated submission of PAN by every participant in the Securities Market. Accordingly, Members holding shares in dematerialised 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 or Link Intime India Private Limited.
  - Also, in terms of the Circular dated April 20, 2018 issued by SEBI, Members holding securities in physical form are advised to register their PAN and Bank Account Details with the Company or Link Intime (India) Private Limited, by sending a duly signed letter alongwith self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. Alternatively, the Members may submit a copy of bank passbook/ statement, duly attested by the Bank. Members holding shares in dematerialised form are requested to ensure that the aforesaid information is submitted/ updated with their respective Depository Participant.
  - Further, in terms of the SEBI Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or Link Intime (India) Private Limited with respect to all requests pertaining to transfer of shares, deletion of name, transmission of shares and transposition of shares.



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- Shareholders who would like to express their views/ have questions may send their speaker registration/ questions atleast seven days prior to the date of AGM, mentioning their name demat account number/folio number, email id, mobile number at [secretarial.hariyana@gmail.com](mailto:secretarial.hariyana@gmail.com). Only those Members who register themselves as Speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
- 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Rahul Rajbhar at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

On behalf of the Board of Directors  
For **Hariyana Ship- Breakers Limited**

**Rakesh Reniwal**  
Managing Director  
(DIN: 00029332)

**Unnati Reniwal**  
Director  
(DIN: 00041306)

Date: September 05, 2024  
Place: Mumbai

## 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. 3, 4, 5 & 6 of the accompanying Notice dated September 05, 2024)

### ITEM NO. 3

In accordance with Section 139, 141, 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors at their meeting held on July 09, 2024 had appointed M/s LLB & CO, Chartered Accountants (FRN No: 117758W) as Joint Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s L S M & Co., Chartered Accountants (FRN No. 116870W) till the conclusion of ensuing of Annual General Meeting of the Company.

The Board of Directors of the Company at their meeting held on September 05, 2024, on the recommendation of the Audit Committee, have recommended the appointment of M/s LLB & CO, Chartered Accountants (FRN No: 117758W) as one of the Joint Statutory Auditors of the Company, to the members at the 43<sup>rd</sup> AGM of the Company for a term of five consecutive years from the conclusion of 43<sup>rd</sup> AGM till the conclusion of 48<sup>th</sup> AGM of the Company, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

After considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s LLB & CO, Chartered Accountants (FRN No: 117758W) has been recommended to be appointed as one of the Statutory Auditors of the Company.

M/s. LLB & Co., Chartered Accountants is one of the renowned professional services firm providing services like Audit & Assurance, Tax Compliances and Advisory, Legal and Corporate Compliances, Transaction Advisory and Execution, Business and Finance Consultancy, Enabling Transition through Technology, Executing outsourced processes to a wide range of local and multinational clients. The firm was established in 1998 and has a significant presence across manufacturing, services, commercial, financial sector entities in the country.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. LLB & Co., and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. LLB & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 3 of the Notice.

**ITEM NO. 4**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board, at its meeting held on August 29, 2024, appointed Mr. Viral Kumar Teli (DIN: 10746522) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a tenure of 5 consecutive years commencing from August 29, 2024 to August 28, 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. Viral Kumar Teli and recommended the same to the Board.

The resolution seeks the approval of members for the appointment of Mr. Viral Kumar Teli as Non-Executive Independent Director of the Company for a tenure of 5 consecutive years commencing from August 29, 2024 to August 28, 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 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. Viral Kumar Teli effective from the date of his appointment.

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. Viral Kumar Teli 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, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

#### **ITEM NO. 5**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board, at its meeting held on August 29, 2024, appointed Mr. Divyush Goenka (DIN: 00459230) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a tenure of 5 consecutive years commencing from August 29, 2024 to August 28, 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,



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- 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. Divyush Goenka and recommended the same to the Board.

The resolution seeks the approval of members for the appointment of Mr. Divyush Goenka as Non-Executive Independent Director of the Company for a tenure of 5 consecutive years commencing from August 29, 2024 to August 28, 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 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. Divyush Goenka effective from the date of his appointment.

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. Divyush Goenka 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, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 5.



The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

**ITEM NO. 6**

The Board of the Directors of the Company, based on the recommendation of the Audit Committee, had approved the appointment of M/s. Kewlani & Associates, Cost Accountants (Firm Registration No. 003362), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus taxes as may be applicable.

In terms of the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Consequently, ratification by the members is sought for the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025.

None of the Directors / Key Managerial Personnel of the Company / their relatives is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

(ANNEXURE TO NOTICE DATED SEPTEMBER 05, 2024)

**DETAILS OF DIRECTOR 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 Secretarial Standard 2 on  
 General Meetings (SS-2)]**

➤ **MR. SHANTISARUP RENIWAL:**

**A. Brief resume including qualification, experience and expertise in specific functional area:**

Mr. Shantisarup Reniwal (DIN: 00040355), Chairman & Executive Director, embarked on his corporate journey in 1981, initially launching a start-up in the Ship Recycling Business. As a trailblazer in his field, Mr. Reniwal has played a pivotal role in steering the group's endeavors in finance, tax planning, and overall development. His leadership continues to shape the group's strategic direction and growth.

With over 50 years of extensive experience, Mr. Shantisarup Reniwal continues to lead the Iron & Steel Trading Business of the group, embodying the ethos of "dare to dream and learn to excel." The Hairyana Group stands as a testament to his unwavering determination, steadfast dedication, and relentless pursuit of excellence. His contributions span across various businesses within the Group, where his renowned financial acumen and analytical prowess have significantly impacted numerous major initiatives.

Mr. Reniwal has played a crucial role in introducing broader managerial perspectives and leadership insights, which have been instrumental in evaluating and advancing the development, growth, and operations of the Group's businesses. Committed to leading by example, he is actively involved in the strategic development and expansion of the Ship Recycling and Real Estate Investments sectors. As an initiator and risk-taker, he drives the Group's expansion strategies, contributing to the Group's impressive growth and success.

Further, he declared that he is not debarred from holding office of director by virtue of any SEBI order or any such authority.

**B. Other Details:**

<b>Name of Director</b>	Mr. Shantisarup Reniwal
<b>Director Identification Number</b>	00040355
<b>Designation/category of the Director</b>	Executive Director, liable to retire by rotation.
<b>Age</b>	83 years
<b>Date of first appointment on the Board</b>	09/07/1981
<b>Qualification</b>	B.A.

Profile, Experience and Expertise in specific functional areas	Vast experience in Ship Recycling Business
Shareholding in the Company including shareholding as a beneficial owner	1,72,080 Equity Shares 2.79%
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	Nil
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Nil
No. of meetings of the Board attended during the year	08
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	(i) Rakesh Shantisarup Reniwal (Son) (ii) Unnati Reniwal (Daughter-in-Law) (iii) Sanjeev Shantisarup Reniwal - (Son) and not related to any other Director / Key Managerial Personnel
Terms & conditions of the appointment	Executive Director, liable to retire by rotation.
The remuneration last drawn by such person (if applicable)	6,00,000/- p.a.
Details of Remuneration sought to be paid	As may be approved by the Board
Resignation from Listed Entities in past three years	NA

**Notes:**

- (1) This excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.
- (2) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees' viz. Audit Committee and Stakeholders' Relationship and Share Transfer Committee of Public Limited Companies are considered.



➤ **MR. VIRAL KUMAR TELI:**

**A. Brief resume including qualification, experience and expertise in specific functional area:**

Mr. Viral Kumar Teli graduated in Commerce. He is very active in community and social causes. He has over 20 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.

**B. Other Details:**

<b>Name of Director</b>	<b>Mr. Viral Kumar Teli</b>
<b>Director Identification Number</b>	10746522
<b>Designation/category of the Director</b>	Non-Executive Independent Director
<b>Age</b>	54 years
<b>Date of first appointment on the Board</b>	August 29, 2024
<b>Qualification</b>	Graduation in Commerce
<b>Profile, Experience and Expertise in specific functional areas</b>	Mr. Teli has over 20 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. 4 of this Notice read with the explanatory statement thereto

The remuneration last drawn by such person (if applicable)	Nil
Details of Remuneration sought to be paid	Eligible for sitting fees and commission, as and when approved by the Board
Resignation from Listed Entities in past three years	NA

**Notes:**

- (1) This excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.
- (2) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees' viz. Audit Committee and Stakeholders' Relationship and Share Transfer Committee of Public Limited Companies are considered.

➤ **MR. DIVYUSH GOENKA:**

**A. Brief resume including qualification, experience and expertise in specific functional area:**

Mr. Divyush Goenka holds a degree in Commerce and brings over 20 years of extensive experience in the fields of Construction and Management Consulting. His background is complemented by a strong commitment to community and social causes. Mr. Goenka's expertise spans management, sales, marketing, administration, and corporate governance. His broad skill set and diverse experience make him exceptionally well-suited for the role of Independent Director.

**B. Other Details:**

<b>Name of Director</b>	<b>Mr. Divyush Goenka</b>
<b>Director Identification Number</b>	00459230
<b>Designation/category of the Director</b>	Non-Executive Independent Director
<b>Age</b>	45 years
<b>Date of first appointment on the Board</b>	August 29, 2024
<b>Qualification</b>	Graduation in Commerce
<b>Profile, Experience and Expertise in specific functional areas</b>	Mr. Goenka has over 20 years of vast experience in Construction, Management consulting and possesses appropriate skills, experience and knowledge in fields of 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. 5 of this Notice read with the explanatory statement thereto

The remuneration last drawn by such person (if applicable)	Nil
Details of Remuneration sought to be paid	Eligible for sitting fees and commission, as and when approved by the Board
Resignation from Listed Entities in past three years	NA

**Notes:**

- (1) This excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.
- (2) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees' viz. Audit Committee and Stakeholders' Relationship and Share Transfer Committee of Public Limited Companies are considered.