



HARIYANA METALS LIMITED

AN ISO-9001:2000 CERTIFIED CO.

- OFFICE : Old Motor Stand, Itwari, NAGPUR - 440 008. Tel. 2768743 - 49
- Fax : 0712-2760463
- WORKS : 145, Small Factory Area, Bagadganj, NAGPUR - 440 008. Tel. : 2766301, 2778364
- Fax : 0712 - 2730303 ■ E-mail ID : hariyana_ngp@bsnl.in ■ Website : www.hariyanametals.in

Date: 08.02.2016

To,
The Deputy Gen. Manager,
Department of Corporate Services,
BSE Limited.
P J Towers, Dalal Street,
Mumbai - 400001

Dear Sir/ Madam,

Sub: Revised Annual Report for financial year ended 2014-2015.

We refer you to the submission of Annual Report for the financial year 2014-2015 and updation of the soft copy of the Annual Report.

In this connection, you are requested to refer to page no. 2 of the Annual Report. It seems that a wrong soft copy was forwarded to you for uploading.

We are now submitting herewith the corrected Annual Report of our Company for the financial year 2014-2015 and are also uploading the soft copy for the same on BSE Listing Centre. We request to take the same on your records.

We regret for the inconvenience caused to you in this matter.

We trust this will meet your requirements. However, if your good self requires any further information and/or clarification, please let us know.

Yours Truly,

For Hariyana Metals Limited


(Harish Agrawal)
Director
Din: 00291083





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FORM A

1.	Name of the Company	:	HARIYANA METALS LTD
2.	Annual Financial Statements for the year ended	:	31 st March, 2015
3.	Type of Audit observation	:	Unqualified
4.	Frequency of observation	:	N.A.

For HARIYANA METALS LTD

Mr. Harish Agrawal
Executive Director
DIN: 00291083

Mr. Dinesh Agrawal
Executive Director
DIN: 00291086

For Sajjad Rasul & Co.
Chartered Accountants

Mr. Sajjad Rasul
Proprietor
M. No. 106933



Mr. Chandrakant Dahale
Audit Committee Chairman
DIN: 00306606

40th ANNUAL REPORT

HARIYANA METALS LIMITED

**FINANCIAL YEAR
2014-15**

Name of the Company : HARIYANA METALS LIMITED

CIN: : L99999MH1975PLC018080

Directors : Mr. Harish Agrawal - Executive Director
Mr. Dinesh Agrawal - Executive Director
* Mrs. Suruchi Agarwal - Non-Executive Director
Mr. Chandrakant Dahale - Independent Director

***Mrs. Suruchi Agrawal has been appointed w.e.f.30th March, 2015**

Auditors : M/s. Sajjad Rasul & Co.
Chartered Accountant

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

Registrar and Share Transfer Agent : **Purva Shareregistry (India) LIMITED**
9, Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel,
Mumbai – 400011.

Banker : IDBI Bank, Nagpur.
Nagpur Nagrik Sahakari Bank Limited

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HARIYANA METALS LIMITED WILL BE HELD ON MONDAY, 28TH SEPTEMBER, 2015, AT 11.30 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT OLD MOTOR STAND, ITWARI, NAGPUR – 440008 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2015 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2015 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Dinesh Agrawal (DIN :00291086) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To ratify the appointment of auditors of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors the appointment of Sajjad Rasul & Co., Chartered Accountants, (Membership No-108933) as Statutory Auditors of the Company, Chartered Accountants to hold from the conclusion of this Meeting until the conclusion of the 43rd Annual General Meeting (AGM) of the Company, subject to ratification by Members every year on a remuneration (including the Company, subject to and ratification by the Board of Directors of the Company, based on the terms of payment) to be recommendation of the Audit Committee, 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 Company for the years ending March 31, 2015 upto March 31, 2017.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 152 & 161 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mrs. Suruchi Dinesh Agrawal (DIN: 02921543) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 30th March, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom company has received a notice in writing together with the requisite sum of rupees one lakh under section 160 of the Companies Act, 2013 from herself proposing her candidature as a Director, be and is hereby appointed a Director of the Company whose term of office shall be subject to retirement by rotation.”

- 5) To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals / consents as may be required, the consent of the members of the company be and is hereby accorded to the appointment of Mr. Harish Agrawal, as Managing Director of the Company for a period of 5 years with effect from 01/08/2015 to 31/07/2020 on the terms and conditions including remuneration as specified in the Explanatory Statement annexed to this Notice, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board'), in the exercise of its discretion, to alter and vary from time to time the terms and conditions of the said appointment and remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to 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 resolutions as an Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed and pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force and all other applicable Acts, laws, rules, regulations, and guidelines for the time being in force; and subject to such terms and conditions as may be imposed by them, consent be and hereby accorded to the Board of Directors of the Company, to lease or mortgage, charge or create any security on the whole or substantially the whole of the undertaking of the Company including moveable or immovable properties and assets of the Company, to secure the repayment of term loan/financial assistance obtained/to be obtained for business purpose for an amount which shall not at any time exceed Rs. 100 Crore (Rupees Hundred Crores Only) for availing credit facilities from various Financial Institutions, Banks, and / or Bodies Corporate for the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or alter the terms and conditions of the security aforesaid in consultation with the financial institutions/banks/other lenders and mortgages as may be necessary”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to prepare, finalize, and execute in favour of the said financial institution/banks/other lenders the documents, writing, and such other agreements, as may be necessary for creating mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

- 7) To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if , any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) 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' 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 apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees Hundred Crores Only).

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

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to acquire by way of subscription , purchase or otherwise securities of any other body corporate in one or more tranches for an amount not exceeding Rs. 100 Crores (Rupees Hundred Crores Only) at any given point of time.”

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby severally authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

Registered Office:

Old Motor Stand,Itwari,
Nagpur, Maharashtra.

CIN: L99999MH1975PLC018080

Date: 25/08/2015

Place: Nagpur

By Order of the Board
For HARIYANA METALS LIMITED

Sd/-
Harish Agrawal
Chairman
DIN: 00291083

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARECAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from, Tuesday, 22nd September, 2015 to Monday, 28th September, 2015 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2015.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
6. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
7. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
8. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, **Purva Shareregistry (India) LIMITED**, 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel, Mumbai - 400011.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
10. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for financial year 2014-2015 will also be available on the Company's website www.hariyanametals.in for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

11. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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; "HARIYANA METALS LIMITED e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for 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) Put 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 e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of HARIYANA METALS LIMITED.

(viii) Now you are ready for 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, 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 are authorized to vote, to the Scrutinizer through e-mail to mandar.palav@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. 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 Downloads section of www.evoting.nsd.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. 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).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 16th September, 2015, are entitled to vote on the Resolutions set forth in this Notice.**
- V. The remote e-voting period will commence at 9.00 a.m. on Friday, 25th September, 2015 and will end at 5.00 p.m. on Monday, 28th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2015.
- VII. 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 i.e. 15th September, 2015 may obtain the login ID and password by sending an email to hariyana_nqp@bsnl.in or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsd.com
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mandar Palav & Associates, Practicing Company Secretary, has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Bombay Stock Exchange Limited.

Registered Office:

Old Motor Stand, Itwari,
Nagpur, Maharashtra.

CIN: L99999MH1975PLC018080

Date: 25/08/2015

Place: Nagpur

By Order of the Board
For HARIYANA METALS LIMITED

Sd/-
Harish Agrawal
Chairman
DIN: 00291083

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

ITEM NO. 4

The Board of Directors of the Company appointed Mrs. Suruchi Dinesh Agrawal as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 30th March, 2015 and she holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from Mrs. Suruchi Agrawal, under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. The Board recommends for the approval of Members, the appointment of Mrs. Suruchi Agrawal as Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5

The resolution seeks approval of the members in terms of section 196 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Harish Agrawal as the Managing Director of the Company from 01/08/2015 to 30/07/2020.

The terms and conditions of his appointment are as follows:

1. Mr. Harish Agrawal will perform such duties as shall from time to time be entrusted to him by the Board of Directors subject to superintendence, guidance and control of the Board of Directors.
2. Reimbursement of Expenses: The Managing Director shall be entitled for reimbursement of payments made for official purpose / for enhancement of Company's business and such reimbursement shall not form part of the remuneration for the purpose of ceilings, wherever applicable.

ITEM NO. 6 & 7

The Company proposes to raise terms loans/financial assistance in near future in view of the meeting its working capital needs. The borrowings of loans from the Banks / Financial Institutions will require the Company to create mortgage/charge on the whole or substantially the whole of the undertakings of the Company for the purpose of securing financial assistance. Therefore, pursuant to the provisions of Section 180 of the Companies Act, 2013; shareholders' approval is required by way of special resolution in general meeting. Section 180(1) (c) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not without the consent of shareholders in the General Meeting borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan obtained from the bankers of the Company in the ordinary course of business) exceeding the aggregate of paid-up capital and free reserves of the Company. It is expected that the ceiling may be exceeded after the acceptance of loans/financial assistance and therefore, your Directors place before you the proposal to increase the maximum borrowing limits to Rs. 100 Crores (Rupees Hundred Crores) at any point of time for your approval.

ITEM NO. 8

The Company may have to acquire by way of subscription, purchase or otherwise securities of any other body corporate for an amount exceeding the limits prescribed under Section 186 of the Companies Act, including rules made there under. Therefore consent of the members required to give authority to Board of Directors in terms of Section 186 of the Companies Act for the purpose as set out in Resolution No. 8 of the aforesaid notice. The Board of Directors accordingly recommends the Resolutions set out at Item Nos. 8 of the accompanying Notice for the approval of the Members. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in aforementioned resolution(s).

Registered Office:

Old Motor Stand, Itwari,
Nagpur, Maharashtra.

CIN: L99999MH1975PLC018080

Date: 25/08/2015

Place: Nagpur

By Order of the Board
For HARIYANA METALS LIMITED

Sd/-
Harish Agrawal
Chairman
DIN: 00291083

Details of Directors seeking Appointment/Reappointment at the Annual General Meeting:

Particulars	Mr. Harish Agrawal	Mrs. Suruchi Dinesh Agrawal
Date of Birth	10/07/1963	18/09/1971
Qualification	B. COM	B.COM
Experience	20 YEARS	15 YEARS
Date of appointment on the Board of the company	01/05/1995	30/03/2015
3. Nature of expertise in specific functional Areas	Administration & Marketing	Human Resource
4. Name(s) of other Companies in which Directorship held*	1. Prabhu Steel Industries Limited 2. Shivkrupa Machineries & Engineering Services Limited	NIL
5. Name(s) of other companies in which he is Chairman / Member of the Committee(s)	1. Shivkrupa Machineries & Engineering Services Limited 2. Prabhu Steel Industries Limited	NIL
6. No. of shares held of Rs.10/- each	10,050	10,000

* For the purpose of Directorship in other Companies, Directorship in Private Limited Companies is not considered.

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting their 40th Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2015.

1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

Particulars	Financial Year 2014-15	Financial Year 2013-14
Total Income	18,53,799	11,37,133
Total Expenditure	25,72,587	30,67,139
Profit/(Loss) before Taxation	-7,18,788	-19,30,006
Profit/ (Loss) after Taxation	-7,18,788	-20,96,404

2. REVIEW OF OPERATION:

The Company has incurred a loss of Rs. 7,18,788/- during the financial year. Your Director have reduced losses in current year and expects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. DIVIDEND:

Your Director regrets their inability to recommend Dividend in view of inadequacy of Profits and carry forward losses, in year under review.

4. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

5. PARTICULARS OF EMPLOYEES:

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your company has no such employees.

6. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

Qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective reports, are elaborated and annexed elsewhere in this Annual Report.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans, guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013.

8. NUMBER OF MEETINGS:

The Board has met seven times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

9. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

10. DIRECTORS:

Mr. Dinesh Agrawal who retire by rotation being eligible offers himself for re-appointment at the ensuing Annual General meeting.

Mr. Harish Agrawal is being designated as Managing Director of the Company upon the approval of the members of the Company at the ensuing Annual General Meeting for a term of 5 year w.e.f 01/08/2015 to 01/07/2020.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

11. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

12. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2015 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) that the directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2015 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The Company has not entered into any or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 including Rules made there under and therefore Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is not appended herewith.

14. AUDITORS & AUDITORS REPORT

The Board recommends M/s. Sajjad Rasul & Co Chartered Accountants, as statutory auditors of the Company for the year 2015-16, who have also confirmed their appointment shall be within the limits specified under Section 141 of the Companies Act, 2013.

Necessary Resolutions for their appointment has been proposed in the Notice of Annual General Meeting for their for the consideration of the Members of the Company.

15. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Information in accordance with the provisions of Section 134 (3) (m) of the Act read with the Rule 8 of the Companies (Account) Rules, 2014, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable in case of your Company.

16. SECRETARIAL AUDIT REPORT:

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Mandar Palav, Company Secretary as Secretarial Auditor of the Company for the financial Year 2014-15. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report. This report does not contain any qualifications, reservations or adverse remarks.

The Board has appointed Mr. Mandar Palav, Company Secretary as Secretarial Auditor of the Company for the financial Year 2014-15.

17. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to the Board Report. **ANNEXURE B**

18. IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has formulated a policy and process for risk Management. The Company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of risks. Risk Management forms an integral part of Management policy and is an ongoing process integrated with the operations.

Company has identified various strategic, operational and financial risks which may impact Company adversely. However management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the Company.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans, guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013.

20. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

21. STOCK EXCHANGES:

The Company's shares are listed on the following Stock Exchanges:

The Bombay Stock Exchange Limited.

Calcutta Stock Exchange Limited.

22. ACKNOWLEDGEMENTS:

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support

Registered Office:

Old Motor Stand, Itwari,
Nagpur, Maharashtra.

CIN: L99999MH1975PLC018080

Date: 25/08/2015

Place: Nagpur

By Order of the Board
For HARIYANA METALS LIMITED

Sd/-
Harish Agrawal
Chairman
DIN: 00291083

ANNEXURE 'A' TO DIRECTORS' REPORT

RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

A. Research & Development

1. Future plan of action

The Company is taking necessary steps for the revival of operations.

B. Technology absorption:

1. Efforts in brief made towards technology absorption, adoption and innovation.

No new technology was introduced during the Year ended 2014-15.

2. Benefits derived as a result of the above efforts.

None.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):

C. Foreign Exchange Earnings and Outgo

Nil

i. Earning- FOB value of Exports
Nil

ii. Outgo- CIF Value of Imports
Nil

Registered Office:

Old Motor Stand, Itwari,
Nagpur, Maharashtra.

CIN: L99999MH1975PLC018080

Date: 25/08/2015

Place: Nagpur

By Order of the Board
For HARIYANA METALS LIMITED

Sd/-
Harish Agrawal
Chairman
DIN: 00291083

ANNEXURE B

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	NIL
	Nature of contracts/arrangements/transaction	NIL
	Duration of the contracts/arrangements/transaction	NIL
	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
	Justification for entering into such contracts or arrangements or transactions'	NIL
	Date of approval by the Board	NIL
	Amount paid as advances, if any	NIL
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188.	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

No material contracts or arrangement or transactions at arm's length basis.

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L99999MH1975PLC018080
ii	Registration Date	17/01/1975
iii	Name of the Company	HARIYANA METALS LIMITED
iv	Category/Sub-category of the Company	COMPANY HAVING SHARE CAPITAL
v	Address of the Registered office & contact details	Old Motor Stand, Itwari, Nagpur- 440008
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Purva Share Registry (India) Pvt Ltd Shiv Shakti Industrial Estate, Unit No.9, J R Boricha Marg, Sitarmil Compound, Lower Parel, Mumbai - 400011.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Wholesale Trade-Steel	51909	100.00%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD
1	PRABHU STEEL INDUSTRIES LIMITED	L28100MH1972PLC15817	ASSOCIATE	9.39
2	RANKEN BONDS & HOLDINGS LTD	L99999MH1975PLC018080	ASSOCIATE	8.11

b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	153000	153000	26.36	0	311900	311900	53.73	53.73
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
HUF	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
		0				0			
SUB TOTAL (B)(2):	0	216950	216950	37.37	0	318250	318250	92.93	55.56
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	217950	217950	37.54	0	319250	319250	92.93	55.39
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	580500	580500	100	0	580500	580500	100	0

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			% change in share holding during the year	SI No.	Shareholders Name	Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares				NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Dhesh Gangaram Agrawal	42050	7.24	0	0	1	Dhesh Gangaram Agrawal	42050	7.24	0	0
2	Gangaram Agarwal	2500	0.43	0	0	2	Gangaram Agarwal	2500	0.43	0	0
3	Pushpadevi Agarwal	4500	0.78	0	0	3	Pushpadevi Agarwal	4500	0.78	0	0
4	Taranati Agarwal	3000	0.52	0	0	4	Taranati Agarwal	3000	0.52	0	0
5	Admirer Investments Ltd	48350	8.33	0	0	5	Admirer Investments Ltd	48350	8.33	0	0
6	Prabhu Steel Industries Ltd	54500	9.39	0	0	6	Prabhu Steel Industries Ltd	54500	9.39	0	0
7	Rankan Bonds & Holdings Ltd	47100	8.11	0	0	7	Rankan Bonds & Holdings Ltd	47100	8.11	0	0
8	Jaigaoon Re Rolling Industries Ltd	50000	8.61	0	0	8	Omrakash Agarwal	6150	1.06	0	1.06
9	Upkar Investments Ltd	53050	9.14	0	0	9	Upkar Investments Ltd	53050	9.14	0	0
10	Balaji Bonds & Holding Ltd	57500	9.9	0	0	10	Harish Gangaram Agarwal	50	0.01	0	0.01
	Total	362550	62.45	0	0		Total	261250	45	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE):-

Sl. No.	Share holding at the beginning of the Year		Cumulative Share holding during the year
	No. of Shares	% of total shares of the company	
	362,550	62.45	362,550
	At the beginning of the year		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		
	Bought 6200 shares. DECREASE 101300 shares		
	17,45		
	At the end of the year		
	261,250	45	261,250
	AT BEGINNING OF THE YEAR		
	SHARES	% of total shares of the company	SHARES
1	Upkar Investments Ltd	53050	9.14
2	Balaji Bonds & Holding Ltd	57500	9.9
3	Harish Gangaram Agarwal	0	0
4	Omrakash Agarwal	0	0
			6150
			1.06
			% of total shares of the company

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No	Shareholding at the beginning of the year			Shareholding at the end of the year		
	No. of shares	% of total shares of the company	No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Varsha Gopalarao Kondawar	0	0	7000	1.21	0
2	Prashant Wamanrao Siganwar	0	0	7000	1.21	0
3	Sayjee Deshpande	0	0	7000	1.21	0
4	Sameer Deshpande	0	0	6950	1.2	0
5	Deepak Nene	0	0	6750	1.16	0
6	Omrakash Goyal	0	0	6000	1.03	0
7	Manjusha M Kawade	0	0	5500	0.95	0
8	Jitendra J Haware	0	0	5500	0.95	0
9	Amit Sunder Gujjar	0	0	5500	0.95	0
10	Suresh Kanhere	0	0	5000	0.61	0

(v) Shareholding of Directors & KMP

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Dinesh Gangaram Agrawal	42050	7.24	0	42050	7.24	0	0
2	Harish Gangaram Agrawal	0	0	0	50	0.01	0	0

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	0	11512997	0	11512997
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	11512997	0	11512997
Change in Indebtedness during the financial year				
Additions	0	3374433	0	3374433
Reduction	0	0	0	
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	14887430	0	14887430

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:- N.A.

B. Remuneration to other directors:- N.A.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:- N.A.

VII PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES :-

There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.

ANNEXURE - 3

Secretarial Audit Report

Form No. MR-3

FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2015.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
HARIYANA METALS LIMITED
Nagpur - 440008.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HARIYANA METALS LIMITED (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by HARIYANA METALS LIMITED ("The Company"), for the year ended on 31st March, 2015 according to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

e. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE LIMITED, and

VI. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for Compliances under other applicable Act, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company with the BSE Limited. During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above *except Clause 41 of the Listing Agreement, where the Company has not issued public notice about date and purpose of the meeting of Board or Committee in which financial results will be considered or publication of un-audited quarterly results in English daily and regional daily newspaper where registered office of the Company is situated.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines mentioned above subject, to the following observations has:

a. *Not appointed any Key Managerial Personnel (KMP) as required by Section 203 of the Companies Act, 2013 during the period under review. However the Company was functioning under the supervision of Executive Directors in whole-time employment of the Company during the said period.*

b. *The Company has not appointed an Internal Auditor as required under section 138 of the Companies Act, 2013.*

- c. *The Company has not adequately complied with the provisions of Section 179(3) read with Rule 8 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Section 117 of the Companies Act, 2013.*
- d. *The Composition of Board is not adequately complied. Hence composition as required under Section 178 of the Companies Act, 2013 for Nomination and Remuneration Committee and Stakeholders Committee is not complied during the period under review.*

Date: 30.05.2015

Place: Mumbai

For Mandar Palav & Associates
Company Secretaries

Sd/-
Mandar Palav
Proprietor
CP No.: 13006

This report is to be read with my letter of even date which is annexed as Annexure II and forms an integral part of this report.

To,
The Members,
HARIYANA METALS LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 30.05.2015
Place: Mumbai

For Mandar Palav & Associates
Company Secretaries

Sd/-
Mandar Palav
Proprietor
CP No.: 13006

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2014-15
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

The Company pursuant to Clause 49 of the listing agreement with the Stock Exchanges furnishes its report on the code on Corporate Governance.

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2014-15 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2015.

2. Board of Directors:

Composition of Board of Directors of the Company is not as per provisions of the Companies Act, 2013. Hence the existing Management is not able to comply with the composition as set out in the provisions of the Act. However, for the prudent compliance norms and policies adopted by the Management, the Board has formed necessary Committees as required under the Act. None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2015 have been made by the Directors.

During the financial year ended 31st March, 2015, 7 Meetings of the Board of Directors were held as on 30/05/2014, 14/08/2014, 14/11/2014, 05/01/2015, 15/01/2015, 14/02/2015 and 31/03/2015.

Sr. No	Name of Directors	Category of Directors	No. of Board Meetings attended	Whether attended last AGM	Number of other Directorship	No of membership of Committees in other Public Ltd Companies
1	Mr. Dinesh Agrawal	Executive Director	7	Yes	Nil	Nil
2	Mr. Harish Agrawal	Executive Director	7	Yes	1	2
3	Mr. Chandrakant Dahale	Independent Director	7	Yes	2	2
# 4	Mrs. Suruchi Agrawal	Non-Executive	1	No	2	2

#Appointed as Director on 30.03.2015

Notes:

Excludes alternate Directorships and Directorships in foreign companies and private companies which are neither a subsidiary nor a holding Company of a public Company.

The Board periodically reviews compliance reports of all the laws applicable to the Company and has put in place procedures to review steps to be taken by the Company to rectify instances of non-compliance, if any.

During the year a separate meeting of the independent Directors was held inter alia to review the performance of non-independent Directors and the board as a whole.

3. Board Committees

The Board has constituted the following Committees of Directors:

(a) Audit Committee:

i. Terms of Reference

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

The terms of reference, Role and powers of the Audit Committee are as mentioned in Clause 49 II (A) to (E) of the Listing Agreement entered into with the Stock Exchanges and read with Section 177 of the Companies Act, 2013 and to review Internal Audit Reports, Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review the adequacy of internal control systems, to select and establish accounting policies, to review financial statements before submission to the Board, to recommend the appointment and removal of external auditor and fixation of audit fees and other matters.

ii. Composition

As on 29.08.2015 the composition of Audit Committee comprises of Mr. Chandrakant Dahale- Chairman, Mr. Dinesh Agrawal and Mr. Harish Agrawal as Members. The composition of the Committee is in accordance with Clause 49 of the Listing Agreement.

During the 2014-15 under review 4 meetings of the Audit Committee were held on, 30/05/2014, 14/08/2014, 14/11/2014 and 14/02/2015. The attendance of members is as follows:

(b) Stakeholder's Relationship Committee

(i) Terms of references

- a) To scrutinize and approve registration of transfer of shares / debentures / warrants issued / to be issued by the Company.
- b) To exercise all power conferred on the Board of Directors under Article 43 of the Article of Association.
- c) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- d) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost,
- e) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- f) To look into shareholders and investors complaints like transfer of shares, non-receipt of declared dividends, etc., and
- g) To delegate all or any of its power of Officers / Authorized Signatories of the Company.

(ii) Composition:

As on 29.08.2015 the composition of Stakeholder's Relationship Committee comprises of Mr. Chandrakant Dahale- Chairman , Mr. Dinesh Agrawal and Mr. Harish Agrawal as Members. The Committee met 4 times during the 2014-15 respectively on 30/05/2014, 14/08/2014, 14/11/2014 and 14/02/2015. The attendance of the members is as follows:

Name	Category	Meeting during the Year 2014-2015	
		Held	Attended
Mr. Chandrakant Dahale	Chairman-Independent Director	4	4
Mr. Dinesh Agrawal	Member Executive Director	4	4
*Mr. Harish Agrawal	Member Executive Director	4	4

(iii) Complaints received and redressed during the year 2014-2015:

Sr. No.	Particulars	No. of Complaints
1.	Complaints received during the year	NIL
2.	Complaints resolved during the year	NIL
3.	Complaints pending	NIL

c) Nomination & Remuneration Committee

As on 29th August, 2015, the **Nomination & Remuneration Committee** comprises 3 Directors, Mr. Chandrakant Dahale, Mrs. Suruchi Agrawal and Mr. Harish Agrawal. The Committee met once during the year and was attended by all the members.

The constitution and terms of reference of the **Nomination & Remuneration Committee** is not in agreement with the guidelines prescribed under Clause 49 of the Listing Agreement entered into with the Stock Exchanges. However the existing Management is making all round efforts to comply with the Listing Agreement and as per the provisions set out in the Act.

Evaluation Criteria

The Committee has laid down the performance evaluation criteria for all the Directors, committees of the Board and Board as a whole. The performance evaluation of the board as a whole was assessed based on the criteria, like its composition, size, mix of skills and experience, its meeting sequence, effectiveness of discussion, decision making, follow up action, quality of information, governance issues and the performance and reporting by various committees set up by the board.

The performance evaluation of individual Director was carried out based on his commitment to the role and fiduciary responsibilities as a board member, attendance and active participation, strategic and lateral thinking, contribution and recommendations given professionally.

Remuneration:

None of the Directors and employees are paid any remuneration.

4. General Body Meetings:

(i) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2013-2014	27/09/2014	10.00 a.m.	Old Motor Stand, Itwari, Nagpur – 440008.
2012-2013	20/09/2013	03.30 p.m.	Old Motor Stand, Itwari, Nagpur – 440008.
2011-2012	29/09/2012	11.00 a.m	Old Motor Stand, Itwari, Nagpur – 440008.

5. Other Disclosures:**(a) Related Party Transactions**

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

(c) Disclosures on Risk Management

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.

(d) Code of Conduct

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the Chairman forms part of this Report.

(e) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: **Company is currently suspended from trading on BSE Limited, due to non-Compliance with Listing Agreement. However, currently is making all the efforts to revoke the suspension at earliest.**

(f) Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee.

The Company has a robust Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach their Supervisor and makes protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct. The Whistle Blower Policy is an extension of the company's Code of Ethics and Independent Directors Familiarization Programme, which requires every employee to promptly report to the Management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames as per Company's Policy. Under the Policy, each employee of the Company has an assured access to their Supervisor. During the year under review, no employee was denied access to the Audit Committee and direct access to the chairperson of the Audit Committee was provided in appropriate or exceptional cases.

(g) Policy against Sexual and Workplace Harassment

The Company values the dignity of individuals and is committed to provide an environment, which is free of discrimination, intimidation and abuse.

The Company has put in place a policy on redressal of Sexual and workplace Harassment as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act"). As per the policy, any employee may report his/ her complaint to the Redressal Committee formed for this purpose or their Manager or HR personnel. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy. As such there are no complaints during the financial year ended 31st March, 2015.

MEANS OF COMMUNICATION:

(a) QUARTERLY RESULTS:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board.

(b) WEBSITE:

Name of the Company's Website where the results are displayed is www.hariyanametals.in

(c) OFFICIAL NEWS RELEASES:

The Company displays official news releases as and when the situation arises.

(d) PRESENTATIONS MADE TO THE INSTITUTIONAL INVESTORS OR TO THE ANALYSTS.

The Company makes presentation to institutional investors or the analysts when found appropriate.

6. General Shareholder information:

(a) AGM date, time and venue:

Annual General Meeting will be held on Monday, 28th September, 2015, at 11.30 A.M. at Old Motor Stand, Itwari, Nagpur - 440008.

(b) Financial Year:

The Financial Year is from 1st April 2015 to 31st March 2016.

Tentative Schedule

Unaudited Results for quarter ending June 30, 2015 : End of July 2015
Unaudited Results for quarter ending September 30, 2015 : End of October 2015
Unaudited Results for quarter ending December 31, 2015 : End of January 2016
Audited Results for year ending March 31, 2016 : End of May 2016
AGM for year ending March 31, 2016: End of September 2016

(c) Book Closure period: Tuesday 22nd September, 2015 to Monday 28th September, 2015.

(d) Dividend payment: The Company has not declared any dividend.

(e) Stock Exchanges where securities are listed.

The Company's securities are listed at Bombay Stock Exchange Limited.
(Scrip Code: 506024)
ISIN: INE219D01012.

(f) Stock Market Data:

Month wise data is mentioned below:

Equity Shares of the Company are suspended due to non Compliance with the Listing Agreement. However, the Management is making all the efforts to revive the same and complied with Listing Agreement. Your Company is expecting in-principle approval for trading from BSE at earliest.

(g) Registrar and Transfer Agent : Purva Sharegistry (India) Limited
9, Shiv Shakti Industrial Estate,
J R Boricha Marg, Lower Parel,
Mumbai – 400011.

(h) Share transfer system with number of shares transferred:

Share transfers in physical form are registered and returned within a period of 15 days from the date of receipt, in case documents are complete in all respects.

(i) Dematerialization of shares and liquidity: Yes

(j) Outstanding GDRs/ Warrants, Convertible Bonds, conversion date and its impact on equity: Nil

(k) Distribution of Shareholding and Shareholding Pattern as on 31st March, 2015.

Share holding	No. of Shareholders	%	No of Shares	% of Shareholding
001 – 500	262	77.98	17450	3.006
501 – 1000	8	2.39	8000	1.378
1001 - 2000	5	1.49	9150	1.576
2001 – 5000	40	11.91	182400	31.42
5001 – 10000	14	4.17	90400	15.573
Above 10001	7	2.08	273100	47.05
Total	336	100.00	580500	100

Shareholding pattern as at 31st March, 2015:

Category	No. of Shares held	% to Total Shares
Promoter Group	261250	45.00
Mutual Funds and UTI	00	0.00
Banks & Financial institutions & Insurance Companies etc.	1000	0.17
Corporate Bodies	6350	1.09
General Public	311900	53.73
NRIs/ OCBs	0	0.00
TOTAL	580500	100.00

(n) **Address for correspondence:**

Registered Office is situated at: Old Motor Stand, Itwari, Nagpur - 440008.

Website: www.hariyanamentals.in

Email: haryana_ngp@bsnl.in

Non-Mandatory Requirements:

The Company is not yet implementing the non-mandatory requirements under Clause 49 of the Listing Agreement. However, adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

DECLARATION UNDER CODE OF CONDUCT

To,
The Members of
Hariyana Metals Limited

As the Executive Director of HARIYANA METALS LIMITED and as required by Clause 49 (II) (E) (2) of the Listing Agreement, I, Mr. Harish Agrawal, Executive Director, hereby declare that all the Board Members and the Senior Management personnel of the Company have affirmed Compliance with the Company's Code of Business Conduct and Ethics, for the Financial Year 2014-15.

I further declare that the said Code of Conduct have been posted on the website of the Company in accordance with the Clause 49 of the Listing Agreement.

For & On Behalf Order Of the Board
For **HARIYANA METALS LIMITED**

Place: Nagpur
Date: 25.08.2015

Mr. Harish Agrawal
DIN: 00291083
Chairman

Independent Auditors' Report

**To,
The Members,
HARIYANA METALS LTD**

Report on the Financial Statements:

We have audited the accompanying financial statements of **HARIYANA METALS LTD**, which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

We draw your attention to the following: -

Non- Inclusion of contingent liability of Rs. 43,31,361/- Item No. II (i) "Claim not acknowledged as debts in Schedule 19"

We draw your attention to the following: -

Non- Inclusion of contingent liability of Rs. 43,31,361/- Item No. II (i) "Claim not acknowledged as debts in Schedule 19"

Report on other Legal and Regulatory Requirements:

As required by the Companies (Auditor's Report) Order 2015 ("the Order) issued by Central Government of India in terms of Sub-Section 11 of 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in the paragraphs 3 & 4 Of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance sheet, Statement of Profit and Loss, comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to our best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.

- II. The Company did not have any long term contacts including derivative contacts for which there were any material foreseeable losses.
- III. There were no amount which required to be transferred to the Investor Education and Protection Fund by the Company.

For, SAJJAD RASUL CO

Chartered Accountants

FRN: 120594W

Sd/-

(SAJJAD RASUL)

Proprietor

M. No. 108933

Place: Nagpur

Date: 30.05.2015

ANNEXURE TO AUDITORS REPORT FOR THE YEAR ENDED ON 31.03.2015

(Referred to in paragraph 9 of our report of even date)

- I (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
- II (a) As Explained to us, inventory has been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of its business.
- (c) In our opinion and on the basis of our examination of records, the company is generally maintaining proper records of its inventory. No discrepancies were noticed on physical verification of stock by the management at compare to the books records.
- III (a) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- (b) In view of our comments in (a) above no further comments are warranted on receipt of principal amount and rate on interest of such loans.
- (c) In view of our comments in (a) above no further comments are warranted on recovery of principal amounts and interest thereof.
- IV In our opinion, there is generally adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of inventory & fixed assets and for the sale of goods and services. There is no continuing failure to correct the major weakness in internal control system.
- V In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public and therefore, directives issued by Reserve Bank of India, the provision of the Companies Act, and Rules made there under are not applicable to the Company.
- Vi The Central Government has not prescribed the maintenance of cost records by the Company under Section 148 (1) of the Companies Act.
- Vii (a) According to the information and explanation given to us provident fund, employees state insurance, sales-tax, wealth tax, service tax, duty of customs & duty of excise, value added tax, cess are not applicable to the company. The Company is regular in depositing undisputed statutory dues including income tax and other statutory dues with the

- (c) No amount are required to be transferred to investor education and protection fund in accordance with the relevance provisions of the Companies Act, 1956 and rules made there under.

- Viii According to the records of the Company and information and explanation given to us, the company is having accumulated losses at the end of the financial year. The company has not incurred any cash loss during the previous year and immediately preceding financial year.

- Ix According to the records of the Company and information and explanation given to us, the company has not taken any loan from banks, financial institution nor has issued any debentures during the financial year.

- X According to the information and explanation given to us the Company has not given any guarantee for loans taken by other from bank or financial institutions

- Xi The Company has not taken any term loan during the year.

- Xii To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was notices or reported during the year.

AUDITORS' CERTIFICATE

We have examined the attached Cash Flow Statement of HARIYANA METALS LTD for the period ended 31st March, 2015. The statement has been prepared by the Company in accordance with the requirements of clause 32 of the Listing Agreement with the Stock Exchanges and is based on and in agreement with correspondence Profit & Loss Account and Balance Sheet of the Company covered by our report of 30.05.2015 to the members of the Company.

For, SAJJAD RASUL CO

Chartered Accountants

FRN: 120594W

Sd/-

(SAJJAD RASUL)

Proprietor

M. No. 108933

Place: Nagpur

Date: 30.05.2015

HARIYANA METALS LIMITED

Balance Sheet as at 31st March 2015

Particulars		Note	31st March 2015	31st March 2014
I.	EQUITY AND LIABILITIES			
	1 Shareholders' Funds			
	(a) <u>Share capital</u>	1	5,805,000	5,805,000
	(b) <u>Reserves and Surplus</u>	2	5,127,041	5,845,829
	2 Non-Current Liabilities			
	(a) <u>Long Term Borrowings</u>	3	14,887,430	11,512,997
	(b) <u>Deferred Tax liabilities (Net)</u>		-	-
	3 Current Liabilities			
	(a) <u>Trade Payables</u>	4	8,973,106	12,686,994
	(b) <u>Short-Term Borrowing</u>	5	-	-
	TOTAL		34,792,577	35,850,820
II.	ASSETS			
	1 Non-current Assets			
	(a) <u>Fixed Assets</u>			
	(i) Tangible assets	6	26,344,220	26,414,025
	(ii) Intangible assets		-	-
	(b) Non Current Investment	7	268,407	268,407
	(c) <u>Deferred tax Asset (Net)</u>		-	-
	2 Current assets			
	(a) <u>Inventories</u>	8	-	-
	(b) <u>Trade receivables</u>	9	2,300,492	2,300,492
	(c) <u>Cash and cash equivalents</u>	10	582,643	434,761
	(d) <u>Short-term loans and advances</u>	11	5,296,815	6,433,135
	TOTAL		34,792,577	35,850,820

Accounting Policies,Contingent Liability 15

Note "1" to "11"& 19 referred to above form an integral part of the Balance Sheet

As per our Report of even date
For Sajjad Rasul & Co.
Chartered Accountants
FRN 120594W

(Sajjad Rasul)
Proprietor
(M.No. 108933

Nagpur dated 30th May 2015

For HARIYANA METALS LIMITED

HARISH AGRAWAL DINESH AGRAWAL
Director Director
DIN 00291083 DIN 00291086

HARIYANA METALS LIMITED

Profit and loss statement for the year ended 31st March 2015

Particulars	Note	31st March 2015	31st March 2014
I. Revenue from operations	12	0	0
II. Other income	13	1,853,799	1,137,133
III. Total Revenue (I + II)		1,853,799	1,137,133
IV. Expenses:			
Cost of materials consumed	14	0	0
Purchases of Stock-in-Trade		0	0
Changes in inventories	15	0	0
Employees benefit expenses	16	364,000	364,000
Finance Costs	17	294,458	65
Depreciation and amortization expenses	6	152,085	26,686
Other expenses	18	1,762,044	2,676,388
Total expenses		2,572,587	3,067,139
V. Profit (Loss) before exceptional and extraordinary items and tax (III-IV)		(718,788)	(1,930,006)
VI. Exceptional items		0	0
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		(718,788)	(1,930,006)
VIII. Extraordinary Items		0	0
IX. Profit/ (Loss) before tax (VII- VIII)		(718,788)	(1,930,006)
X Tax expense:			
(1) Current Tax		0	0
(2) Deferred Tax		0	0
(3) Tax for Earlier years		0	166,398
XI Profit (Loss) for the period from continuing operations (IX-X)		(718,788)	(1,930,006)
XII Profit/(Loss) from last year		(5,067,476)	(2,971,072)
XIII Total Profit (Loss) for the period (XI + XII)		(5,786,264)	(5,067,476)
XIV Earnings per equity share:			
(1) Basic		(1.24)	(3.61)
(2) Diluted		-	-

Accounting Policies,Contingent Liability "19"

Note "12" to "19" referred to above form an integral part of the Profit & Loss Account.

As per our Report of even date
For Sajjad Rasul & Co.
Chartered Accountants
FRN 1205994W

HARIYANA METALS LIMITED

(Sajjad Rasul)
Proprietor

HARISH AGRAWAL	DINESH AGRAWAL
DIRECTOR	DIRECTOR
DIN 00291083	DIN 00291086

Nagpur dated 30th May 2015

HARIYANA METALS LIMITED

Schedules Forming part of Balance Sheet as at 31st March 2015

Note 1

<u>Share Capital</u>	As on 31st March 2015	As on 31st March 2014
Authorised (30,00,000 Equity Shares of Rs.10/- each)	30,000,000	30,000,000
Issued (5,80,500 Equity Shares of Rs.10/- each)	5,805,000	5,805,000
Subscribed & Paid up (5,80,500 Equity Shares of Rs.10/- each)	5,805,000	5,805,000
Total	5,805,000	5,805,000

Note 2

<u>Reserves & Surplus</u>	As on 31st March 2015	As on 31st March 2014
(a) Capital Reserve		
Opening Balance	10,913,306	10,913,306
Closing Balance	10,913,306	10,913,306
(b) Surplus		
Opening balance	(5,067,477)	(2,971,073)
(+) Net Profit/(Net Loss) For the current year	404 (718,788)	(2,096,
Closing Balance	(5,786,265)	(5,067,477)
Total (a)+(b)	5,127,041	5,845,829

Note 3

<u>Long Term Borrowings</u>	As on 31st March 2015	As on 31st March 2014
Secured Borrowings :		
Term Loan		
Sales Tax Defferal	-	1,775,397
Unsecured Borrowings :	14,887,430	9,737,600
Total	14,887,430	11,512,997

Note 4

<u>Trade Payables</u>	As on 31st March 2015	As on 31st March 2014
Sundry Creditors	8,962,742	12,676,630
Security Deposits Payable	10,364	10,364
Total	8,973,106	12,686,994

Note 5

<u>Short Term Borrowings</u>	As on 31st March 2015	As on 31st March 2014
Secured : Loans Repayable on Demand	-	-
Total	-	-

Schedule "6"
HARIYANA METALS LIMITED

Statement of Fixed Asset for the year ending on 31st March 2015

Fixed Assets	Gross Block					Accumulated Depreciation					Net Block	
	Balance as at 1st April 2014	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31st March 2015	Balance as at 1st April 2014	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31st March 2015	Balance as at 1st April 2014	Balance as at 31st March 2015
<u>Tangible Assets</u>	-											
<u>Land Leasehold</u>	22,226,840	82,280	-	-	22,309,120	-	-	-	-	-	22,226,840	22,309,120
<u>Building & Shed</u>	1,603,146	-	-	-	1,603,146	536,083	31,958	-	-	568,041	1,067,063	1,035,105
<u>Plant & Machinery</u>	40,948,872	-	-	-	40,948,872	37,993,920	141,699	-	-	38,135,619	2,954,952	2,813,253
<u>Furniture, Fixture & Office Equipments</u>	842,885	-	-	-	842,885	677,716	(21,572)	-	-	656,144	165,170	186,742
Total	65,621,743	82,280	-	-	65,704,023	39,207,719	152,085	-	-	39,359,804	26,414,025	26,344,220

Note 7

<u>Non Current Investments</u>	As on 31st March 2015	As on 31st March 2014
A.Trade Investments		
Total (A)	-	-
B. Other Investments		
(a) Investment in Equity instruments	268,407	268,407
(b) Investments in preference shares		
(c) Other non-current investments (National Saving Certificate)	-	-
Total (B)	268,407	268,407
Grand Total (A + B)	268,407	268,407
Less : Provision for dimunition in the value of Investments	-	-
Total	268,407	268,407

Note 8

<u>Inventories</u>	As on 31st March 2015	As on 31st March 2014
Finished Goods	-	-
Stores & Spares	-	-
Total	-	-

Note 9

<u>Trade Receivables</u>	As on 31st March 2015	As on 31st March 2014
Trade receivable outstanding for a period less than six months from the date they are due for payment.		
Secured, considered good	-	-
Unsecured, considered good	-	-
Secured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	-	-
Trade receiveables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		
Secured, considered good	-	-
Unsecured, considered good	2,300,492	2,300,492
	2,300,492	2,300,492
Total	2,300,492	2,300,492

Note 10

Cash and cash equivalents	As on 31st March 2015	As on 31st March 2014
a. Balances with Banks		
ICICI Bank (C/A.005905006050)	17,348	17,348
IDBI Bank LTD NO.0389103000000772	48,815	22,719
SBI A/C NO. 30052093253	19,657	12,612
N.N.S.B. Bank L04601/7632	399,779	57,129
b. Cash in hand		
Cash at Office	97,044	324,953
Total	582,643	434,761

Note 11

Short-term loans and advances	As on 31st March 2015	As on 31st March 2014
a. Loans and advances to related parties	-	-
	-	-
b. Others (specify nature)		
Secured, considered good	-	-
Unsecured, considered good	5,296,815	6,433,135
Doubtful	-	-
Less:Provision	-	-
	5,296,815	6,433,135
Total	5,296,815	6,433,135

As per our Report of even date For HARIYANA METALS LIMITED

For Sajjad Rasul & Co.

Chartered Accountants

FRN 120594W

HARISH AGRAWAL DINESH AGRAWAL

Director

Director

(Sajjad Rasul)

DIN 00291083

DIN 00291086

Proprietor

(M.No. (108933)

Nagpur dated 30th May 2015

Schedules Forming part of Profit & Loss Account as on 31st March 2015

Note 12

Revenue from Operation	As on 31st March 2015	As on 31st March 2014
SALES		
Iron & Steel	-	-
FG Sales (Trading)	-	-
Total	-	-

Note 13

Other Income	As on 31st March 2015	As on 31st March 2014
Commission Received	1,845,092	800,000
Interest Received	3,200	312,620
Dividend Received	-	-
Miscellaneous Receipt	-	-
Accounts Written Off	5,507	-
Sales Tax Refund	-	24,513
Total	1,853,799	1,137,133

Note 14

Cost of Material Consumed	As on 31st March 2015	As on 31st March 2014
A) Cost of Raw Material Consumed		
Opening Stock	-	-
Add: Purchase & Expences	-	-
less: Closing Stock	-	-
Cost of Raw Material Consumed	-	-
B) Manufacturing Expenses		
Goods Expenses	-	-
Stores & Spares Consumed	-	-
Repairs to :		
Building	-	-
Other Assets	-	-
Sub Total	-	-
Total	-	-

Note 15

Changes in inventories	As on 31st March 2015	As on 31st March 2014
Opening Stock Finished Goods	-	-
Sub Total	-	-
Less:- Closing Stock Finished Goods	-	-
Sub Total	-	-
Total	-	-

Note 16

Employee Benefit Expenses	As on 31st March 2015	As on 31st March 2014
Salary,Wages,Bonus and Allowances	364,000	364,000
Contribution To Provident Fund & Other Fund	-	-
Total	0	364,00

Note 17

Finance Cost	As on 31st March 2015	As on 31st March 2014
Interest to Others	294,458	65
Total	294,458	65

Note 18

Other Expenses	As on 31st March 2015	As on 31st March 2014
Finished Goods Transport (Net)	-	-
Rent & Ground Rent	199,222	191,799
Excise Duty :		
Others	-	-
Service Tax	-	-
Rate & Taxes	43,524	865,544
Meeting Fees	1,200	1,200
Bank Commission and Charges	1,170	860
Repairs	7,740	19,740
Provision for Sales Tax Deferral	135,736	-
Remuneration to Directors	540,000	540,000
Perks To Directors	-	309,190
Tds Written off	-	-
Accounts Written Off	-	25,001
Unuseable Assets Written off	-	-
Administrative & Other Misc.Expenses	818,452	708,054
Payment to Auditors	15,000	15,000
Total	1,762,044	2,676,388

As per our Report of even date **HARIYANA METALS LIMITED**

For Sajjad Rasul & Co.

Chartered Accountants

FRN 120594W

(Sajjad Rasul)	HARISH AGRAWAL	DINESH AGRAWAL
Proprietor	DIRECTOR	DIRECTOR
(M.No. 108933)	DIN 00291083	DIN 00291086

Nagpur dated 30th May 2015

Notes to financial statements for the year ended 31st March, 2015

NOTES FORMING PART OF THE ACCOUNTS

Note 1:

A. SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Financial statement

The financial statements of HARIYANA METALS LIMITED have been prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. GAAP comprises accounting standards notified by Central Government of India under the relevant provision of Companies Act, 2013

Use of Estimates

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the period.

Revenue Recognition:

The Company follows the mercantile system of Accounting and recognizes income and expenditure on accrual basis.

Investments:

Investments are stated at cost i.e., cost of acquisition, inclusive of expenses incidental to acquisition wherever applicable.

Fixed Assets & Depreciation:

Fixed Assets are stated at cost less Depreciation. Depreciation on Fixed Assets is provided to the extent of depreciable amount on the WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition / deletions is calculated on pro-rata with respect to date of addition / deletions.

Taxation:

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax asset and liability is recognized for future tax consequences attributable to the timing differences that result between the profit offered for income tax and the profit as per the financial statements. Deferred tax asset & liability are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

Earnings per Share:

The earning considered in ascertaining the company's earnings per share comprises net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

Impairment of Assets:

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their value in use. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital

Gratuity:

No provision for gratuity has been made as no employee has put in qualifying period of service for entitlement of this benefit.

Under the Micro Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The company is in the process of complying relevant information from its suppliers about their coverage under the Act. Since the relevant information is not presently available, no disclosures have been made in the accounts.

For, HARIYANA METALS LIMIED

Sd/-	Sd/-
(Dinesh Agrawal)	(Harish Agrawal)
Director	Director
DIN 00291083	DIN 00291086

For, SAJJAD RASUL &CO

Chartered Accountants

FRN: 120594W

Sd/-

Mr. Sajjad Rasul

Proprietor

M.No.108933

Place: Nagpur

Date: 30.05.2015

HARIYANA METALS LIMITED

Regd off: Old Motor Stand, Itwari, Nagpur - 44008.

PROXY FORM (Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**CIN: L99999GJ1995PLC028077****Name of the Company: HARIYANA METALS LIMITED.****Registered Office:** Old Motor Stand, Itwari, Nagpur - 440008.

Tel: 0712-2768748

Website: www.hariyanametals.in

Email: hariyana_ngp@sancharnet.in

Name of the Member(S):			
Registered Address:			
Email -id:			
Folio No. Client ID:		DP ID:	

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1.Name: _____
 Address: _____
 Email Id: _____
 Signature: _____

or failing him

2.Name: _____
 Address: _____

E-mail Id: _____
 Signature: _____

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of HARIYANA METALS LIMITED to be held on the 28th day of September, 2015 at 11.30 A.M. on Wednesday at Old Motor Stand, Itwari, Nagpur – 440008 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2015.
2.	Re-appointment of Mr. Dinesh Agrawal who retires by rotation and being eligible, offers himself for re-appointment
3.	Appointment of Mr. Sajjad Rasul as a Statutory Auditor of the Company for the financial year 2015-16.
Special Business	
4.	Appointment of Mrs. Suruchi Agrawal as a Director.
5.	Appointment of Mr. Harish Agrawal as Managing Director.
6.	To create, charge, mortgage assets of the Company for availing loan for business purpose of the Company which shall not at any point of time exceeds 100 Crores.
7.	To borrow funds for the Company in aggregate with paid up capital and free reserves, which shall not at any point exceeds 100 Crores of the Company.

8.	To acquire by way of subscription , purchase or otherwise securities of any other body corporate in one or more tranches for an amount not exceeding. ₹100 Crores (Rupees Hundred Crores Only) at any given point of time.
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Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

HARIYANA METALS LIMITED

Regd off: Old Motor Stand, Itwari, Nagpur – 440008.

ATTENDANCE SLIP

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 40th Annual General Meeting of the Company at Old Motor Stand, Itwari, Nagpur - 440008, Wednesday, 28th September, 2015 at 11.30 A.M.

Signature of the Shareholder or Proxy

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

BOOK-POST

If undelivered please return to:

HARIYANA METALS LTD
Old Motor Stand, Itwari, Nagpur – 440008.