



HARIYANA METALS LIMITED

- 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: 10/08/2019

To,
The Secretary
BSE Limited,
Corporate Relationship Dept.,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

BSE Scrip Code: 506024

Sub: Submission Of Annual Report Of 44th Annual General Meeting For The FY 2018-19 Held On 8th August, 2019- Regulation 34 Of The SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015

Dear Sir,

In pursuance with the Regulation 34 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the 44th Annual General Meeting for the FY 2018-19 held on 8th August, 2019 at Old Motor Stand Itwari Nagpur - 440008.

For HARIYANA METALS LIMITED

Mr. DINESH GANGARAM AGRAWAL
DIRECTOR
DIN: 00291086



HARIYANA METALS LIMITED

CIN: L99999MH1975PLC018080

44TH ANNUAL REPORT

2018-19

CORPORATE INFORMATION

BOARD OF DIRECTORS

Harish Agrawal	:	Managing Director
Dinesh Agrawal	:	Executive Director
Chandrakant Dahale	:	Independent Director & Chairman
Shital Misal	:	Woman Independent Director
Sameer Deshpande	:	Independent Director

AUDIT COMMITTEE

Chandrakant Dahale	:	Chairman
Shital Misal	:	Member
Sameer Deshpande	:	Member

SHAREHOLDERS / INVESTOR GRIEVANCE COMMITTEE

Chandrakant Dahale	:	Chairman
Shital Misal	:	Member
Sameer Deshpande	:	Member

NOMINATION AND REMUNERATION COMMITTEE

Chandrakant Dahale	:	Chairman
Shital Misal	:	Member
Sameer Deshpande	:	Member

LISTED AT

BSE Limited

REGISTERED OFFICE

Old Motor Stand, Itwari, Nagpur Nagpur MH
440008
Tel No: **(022) 2766301, 2778364**
Email Id :- **hariyana_ngp@bsnl.in**
Web Site :- **www.hariyanametals.in**

AUDITORS

Lalit Jham & Co.
Chartered Accountants
60-b 2nd Floor, Wholesale Cloth Market, Gandhi
Bagh, Gandhi Bagh, Nagpur, Maharashtra 440002

COMPANY SECRETARY & COMPLIANCE OFFICER

Ritesh Ojha
Old Motor Stand, Itwari, Nagpur
Nagpur MH 440008

REGISTRAR SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
Unit No.9, Shiv Shakti Industrial Estate, J R Boricha
Marg, Opp. Kasturba Hospital, Lower Parel (E),
Mumbai – 400 011.

BANKERS

IDBI Bank, Civil Line Branch Nagpur
Nagrik Sahakari Bank Ltd, Itwari Branch

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HARIYANA METALS LIMITED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OLD MOTOR STAND, ITWARI, NAGPUR – 440008 ON AUGUST 8TH 2019, THURSDAY AT 12:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.**
2. **To appoint a Director in place of Mr. Harish Agarwal, who retires by rotation and being eligible offered himself for re-appointment.**
3. **To appoint a Director in place of Mr. Dinesh Agrawal, who retires by rotation and being eligible offered himself for re-appointment.**
4. **To appoint M/s Lalit Jham & Co., Chartered Accountant as the Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of M/s Lalit Jham & Co., Chartered Accountant, Nagpur, bearing Firm Membership No. 114158W as the Statutory Auditors of the Company, who holds the office for a term of Five Years, from the conclusion of the Annual General Meeting to be held on 08.08.2019 till the conclusion of Annual General Meeting of the Company to be held in the year 2024 (subject to ratification of their appointment at every Annual General Meeting) and to fix their remuneration as may be agreed upon, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable an expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

SPECIAL BUSINESS:

5. **REGULARISATION OF ADDITIONAL DIRECTOR, MR. SAMEER KAMLAKAR DESHPANDE BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT, Mr. Sameer Desphande (DIN- 08336141), who was appointed as an Additional Director with effect from 6th February, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

6. **REGULARISATION OF ADDITIONAL DIRECTOR, MRS. SHITAL RANJIT MISAL BY APPOINTING HER AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT, Mrs. Shital Ranjit Misal (DIN- 08336132), who was appointed as an Additional Director with effect from 6th February, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

7. **RECLASSIFICATION OF PERSONS/ENTITIES FORMING PART OF THE PROMOTER GROUP FROM ‘PROMOTER & PROMOTER GROUP CATEGORY’ TO ‘PUBLIC CATEGORY’**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Special Resolution(s):

“RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.

Name	Letter Date	Number of Equity Shares	Percentage
Promoter and Promoter Group			
Bullish Bonds & Holdings Limited	07.01.2019	47,100	8.11

(Formerly Ranken Bonds & Holdings Ltd.) Scrip Code : 540006			
Total		47,100	8.11

RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to the following conditions:

- Such promoter shall not directly or indirectly exercise control over the affairs of the entity.
- Increase in the level of public shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of Regulation 38 of SEBI(LODR) Regulations, 2015.
- The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with the provisions of these regulations.
- Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its person acting in concert.

RESOLVED FURTHER THAT after such reclassification following shall be the Promoters of the Company

Name	Number of Equity Shares	Percentage
Promoter and Promoter Group		
Dinesh Agrawal	42,050	7.24
Harish G Agarwal	10,050	1.73
Anita Agarwal	10,000	1.72
Suruchi Agarwal	10,000	1.72
Omprakash Agarwal	5,150	0.89
Prabhu Steel Industries Ltd	54,500	9.39
Upkar Investments Ltd.	53,050	9.14
Admire Investments Ltd.	48,350	8.33
Total	2,33,150	40.16

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

Registered Office:
OLD MOTOR STAND, ITWARI, NAGPUR – 440008.

By order of the Board
For Hariyana Metals Limited

Sd/-
Harish Agrawal
Managing Director
DIN- 00291083

Sd/-
Dinesh Agrawal
Director
DIN- 00291086

Place: Nagpur
Date: 13/07/2019

NOTES:

1. A Member entitled to attend and Vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing a proxy, in order to be effective, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any member holding more than 10% of the Total paid-up capital of the company may appoint a single person as proxy and in such case, the said person shall not act as a proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 2nd August, 2019 to Thursday, 8st August, 2019 (Both Days Inclusive) for the purpose of the Annual General Meeting.

7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Purva Shareregistry (India) Pvt. Ltd, for assistance in this regard. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.
14. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Annual Report for 2019 is being sent to all the members who's Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
15. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.

16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company. As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to the Company from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019 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 Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: mail to: hariyana_ngp@bsnl.in.
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Jaymin Modi, Scrutinizer, A/302, Om Mahavir CHSL, Navghar Cross, S.V Road, Bhayandar (East), Thane -401105.
20. Members can request for a Ballot Form at Hariyana Metals Ltd, Old Motor Stand, Itwari, Nagpur - 440008, Tel No: (022) 2766301, 2778364, Email Id:- hariyana_ngp@bsnl.in, Web Site :- www.hariyanametals.in
21. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
22. The E-voting period for all items of business contained in this Notice shall commence from August 05, 2019, Monday at 9.00 a.m. and will end on August 07, 2019, Wednesday at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of August 1, 2019, 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 any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on August 1, 2019.

23. M/s Jaymin Modi & Co., Company Secretaries (Membership No. ACS 44248) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
24. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
25. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

26. (A) Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (www.hariyanametals.in).

The e-voting period commences on August 05, 2019 (9:00 am) and ends on August 07, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th July, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off

date i.e. 1st August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (hariyana.ngp@bsnl.in).

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

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,

last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with

attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (csjayminmodi@gmail.com) to with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,
e-Voting support desk
National Securities Depository Limited (www.nsdl.co.in)

Registered Office:
OLD MOTOR STAND, ITWARI, NAGPUR – 440008.

**By order of the Board
For Hariyana Metals Limited**

**Sd/-
Harish Agrawal
Managing Director
DIN- 00291083**

**Sd/-
Dinesh Agrawal
Director
DIN- 00291086**

**Place: Nagpur
Date: 13/07/2019**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 5

Mr. Sameer Kamlakar Deshpande was appointed as an Additional Director of the Company with effect from 6th February, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Sameer Kamlakar Deshpande is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Sameer Kamlakar Deshpande as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Sameer Kamlakar Deshpande himself, is in any way concerned or interested, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6

Mrs. Shital Ranjit Misal was appointed as an Additional Director of the Company with effect from 6th February, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mrs. Shital Ranjit Misal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mrs. Shital Ranjit Misal as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mrs. Shital Ranjit Misal herself, is in any way concerned or interested, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

Regulation 31A of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (hereinafter referred to "Listing Regulations, 2015", effective from December, 2015 has provided a regulatory mechanism for re-classification of Promoters as Public shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received applications from the following promoter group person/entities pursuant to Regulations, 31 A of the Listing Regulations, 2015 re re-classifying them under the Public Category since their names have been included as a part of the Promoter group.

M/s. Bullish Bonds & Holdings Limited (Formerly Ranken Bonds & Holdings Ltd.) is an Body Corporate and holds no relation with Hariyana Metals Limited, they are not forming part of immediate relatives as per the definition of Promoter Group as provided in Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

They are not forming part of immediate relatives as per the definition of Promoter Group as provided in Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly whatsoever with any activity of the Company. Further the other persons/corporate in the Promoter Group of the Company do not have any control over the affairs and decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly exercise control, over the affairs of the Company. They are also not holding any post of Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal; arrangements with the company or Promoters or any person/corporate in the Promoter Group. Also Mr. the Promoters have no interest in the profession/ business being carried on by these Applicants.

In View of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on 27th February, 2019, have approved the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid persons/entities.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Registered Office:

OLD MOTOR STAND, ITWARI, NAGPUR - 440008.

**By order of the Board
For Hariyana Metals Limited**

**Sd/-
Harish Agrawal
Managing Director
DIN- 00291083**

**Sd/-
Dinesh Agrawal
Director
DIN- 00291086**

**Place: Nagpur
Date: 13/07/2019**

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

Detail of the Directors seeking Re-appointment in the forth coming Annual General Meeting in pursuance of Listing Regulations.

Particulars	Details
Name of the Director	Harish Agrawal
Date of Birth	10/07/1963
Date of initial appointment	01/05/1995
Expertise in specific functional area	24 years
Other Companies in which Directorship is held as on March 31, 2019	3 (Three)
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2019	NIL
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2019	1 (One)

Particulars	Details
Name of the Director	Dinesh Agrawal
Date of Birth	22/03/1966
Date of initial appointment	01/05/1995
Expertise in specific functional area	24 years
Other Companies in which Directorship is held as on March 31, 2019	4 (Four)
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2019	NIL
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2019	NIL

BOARDS' REPORT

**To,
The Members,**

Your Directors have pleasure in presenting the **44th Annual Report** together with audited statement of accounts of the Company for the year ended on **31st March 2019**.

FINANCIAL RESULTS:

The financial performance of your Company for the year ended March 31, 2019 is summarized below:-

Particulars	2018-19	2017-18
Total Income	9,77,34,056	7,88,09,789
Total Expenses	10,12,61,891	8,20,15,826
Profit/(Loss) before Tax	28,82,857	85,31,903
Less: Tax expense	7,64,564	40,267
Profit/ (Loss) after tax	21,18,293	84,91,636

Business Performance and Segment Reporting

The Company has incurred profit to the tune of Rs. 21,18,293/- after taxes, during the financial year. Despite of falling demand and steep drop in prices in global as well as in domestic market, your Company has improved its financial health compare to previous year, by minimizing cost impact, in such challenging conditions. Your Director expects to achieve better performance in the future by taking maximum efforts to control the costs and optimize the results in the coming years.

Adequacy of Internal Control:

The Company has robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

Human Resource Development:

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling.

Manpower:

The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them.

Segment-Wise Performance:

The Company is into single reportable segment only.

Compliance:

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

Cautionary Statement:

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied.

Extract of Annual Return

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith as **ANNEXURE-I** and forming part of the report.

Dividend:

The Board of Directors has not recommended any Dividend for the year.

Subsidiary Companies:

The Company does not have any subsidiary Company.

Share Capital:

The Company has not changed its capital structure during 2018-19.

Acceptance of Fixed Deposits:

The Company has not accepted any Fixed Deposits from general public within the purview of Section 73, of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rule, 2014, during the year under review.

Particulars of Contract or Arrangement with Related Party:

The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the Company website.

During the year under review, the transactions entered into by the Company with related parties as defined under the Act and the Listing Regulations, were in the ordinary course of Business and on arm's length basis.

Omnibus approval is obtained for the transactions foreseen and repetitive in nature with related parties. A statement of all such related party transactions is presented before the Audit Committee on periodic and need basis for its review and approval.

Particulars of contracts or arrangements with related parties as required under Section 134(3)(h) of the Act, in the prescribed **Form AOC-2** is given in **ANNEXURE-II** of this Report.

Disclosure of transactions with related parties as required under the applicable Accounting Standards have been made in the notes forming part of the financial statements.

Loans, Investment and Guarantees by the Company:

There are loans given, investment made however no guarantee is given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013. Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement.

Internal Financial Controls:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

Disclosures under Section 134(3) (I) of the Companies Act, 2013:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

Directors:

Mr. Harish Agrawal (DIN: 00291083) and Mr. Dinesh Agrawal (DIN: 00291086), who retires by rotation and, being eligible, offers himself for re-appointment. If re-appointment, his term would be in accordance with the policy for directors of the Company.

Particulars	Details
Name of the Director	Harish Agrawal
Date of Birth	10/07/1963
Date of initial appointment	01/05/1995
Expertise in specific functional area	<u>24 years</u>
Other Companies in which Directorship is held as on March 31, 2019	3 (Three)
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2019	NIL
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2019	1 (One)

Particulars	Details
Name of the Director	Dinesh Agrawal
Date of Birth	22/03/1966
Date of initial appointment	01/05/1995
Expertise in specific functional area	24 years
Other Companies in which Directorship is held as on March 31, 2019	4 (Four)
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2019	NIL
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2019	NIL

Directors Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration policy, providing criteria for determining qualifications, positive attributes, independence of a Director and a policy on remuneration for Directors, key managerial personnel and other employees. The detailed Remuneration policy is placed on the Company's website.

Key Managerial Personnel

During the year under review Mr. Ritesh Ojha was appointed as Company Secretary and designated as "Key Managerial Personnel" of the Company pursuant to Section 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with effect from July 03, 2018. Also, for the period under review Mr. Navalkishore Purohit has resigned as the Chief Financial Officer and designated as "Key Managerial Personnel" of the Company pursuant to Section 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with effect from March 03, 2019.

Standalone Financial Statement

The audited Standalone financial statement of the Company prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents available upon receipt of a request from any member of the Company interested in obtaining the same. These documents will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

Declarations by Independent Director:

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act 2013.

Auditors:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, **Lalit Jham & Co.**, Chartered Accountants, Nagpur, hold office up to

the conclusion of the ensuing Annual General Meeting of the Company. However, their appointment as Statutory Auditors of the Company is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the said Statutory Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed. Necessary resolution for ratification of appointment of the said Auditor is included in this Notice.

Auditors Report:

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

Directors Responsibility Statement:

In accordance with the requirement of Section 134 of the Companies Act, 2013, the Board of Directors of the Company confirms:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2019 the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 and loss of the Company for the year ended 31st March, 2019.
3. That the Directors have taken sufficient and proper 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 material fraud and other irregularities.
4. That the Directors have prepared the Annual Accounts on a going concern basis.
5. There are no material changes & commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate & the date of the report.
6. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
7. That 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.
8. Based on the framework of internal financial controls and compliance systems established and maintained by 2013 the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2018-19.

Management Discussion and Analysis

The Management Discussion and Analysis as required under Regulation 34 read with Schedule V of the Listing Regulations forms part of this Annual Report as **Annexure-III**

Annual Evaluation by the Board of its own performance, its Committees and individual Directors:

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual Directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company. Information on the manner in which the annual evaluation has been made by the Board of its own performance and that of its Committee and individual Directors is given below.

Details of the Committees of Directors

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year 2018-19 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report. The recommendation by the Audit Committee as and when made to Board has been accepted by it.

Secretarial Audit Report

A Secretarial Audit Report for the year ended **March 31, 2019** in prescribed form duly audited by the **Practicing Company Secretary, Jaymin Modi & Co.,** Mumbai is annexed herewith as **Annexure-IV** and forming part of the report.

Corporate Governance

The report on Corporate Governance as required by, SEBI (LODR), Regulations, 2015 is attached separately in the Annual Report. All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2018-19. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report. The Managing Director have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI (LODR), Regulations, 2015.

Board of Directors

The Company is managed by well-qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the www.hariyanametals.com.

Meetings of the Board of Directors

During the year under review, total seven (7) meetings of the Board were held, details of which are given in the Corporate Governance Report that forms part of this Annual Report.

Code of Conduct

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website.

Maximum Tenure of Independent Directors

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015.

Formal Letter of Appointment to Independent Directors

The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. As per Regulation 46(2) of the SEBI (LODR) Regulation, 2015, the terms and conditions of appointment of Independent Directors are placed on the Company's website.

Directors' Interest in the Company

Sometime, the Company does enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weightage to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

Secretarial Standards

During the year under review, the Company has complied with Secretarial Standards on meetings of the Board of Directors ("SS-1") and on General Meetings ("SS-2") as amended and issued from time to time by the Institute of Company Secretaries of India in terms of Section 118(10) of the Companies Act, 2013.

Disclosure under the Sexual Harassment of women at workplace (Prevention, prohibition and Redressal) Act, 2013

Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace.

Further, during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Acknowledgement

The Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

The Company thanks all of the employees for their contribution to the Company's performance. The Company applauds all the employees for their superior levels of competence, dedication and commitment to your Company.

For HARIYANA METALS LIMITED

Sd/-
HARISH AGRAWAL
MANAGING DIRECTOR
DIN- 00291083

Sd/-
DINESH AGRAWAL
DIRECTOR
DIN- 00291086

Place: Nagpur
Date: 13/07/2019

Form No. MGT-9

EXTRACT OF ANNUAL RETURN (Annexure-I)

As on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sr. No	Particulars	Details
1.	CIN	L99999MH1975PLC018080
2.	Registration Date	JANUARY 17, 1975
3.	Name of the Company	HARIYANA METALS LIMITED
4.	Category / Sub-Category of the Company	Company limited by Shares Non-govt company
5.	Address of the Registered office and contact details	Old Motor Stand, Itwari, Nagpur - 440008 Maharashtra.
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent:	Purva Sharegistry (India) Pvt. Ltd, Shiv Shakti Industrial Estate, Unit No. 9, J R Boricha Marg, Sitarmil Complound, Lower Parel, Mumbai, Maharashtra,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 and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Commercial Steel Trading – Wholesale	51909	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and Address of the	CIN/GLN	Holding/Subsidiary/Associate	% of Shares Held	Applicable Section
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Company					
1	Prabhu Steel Industries Limited	L99999MH1975PLC018080	ASSOCIATES	9.39	2
2	Shivkrupa Machineries & Engineering Services Limited	L45208MH1980PLC022506	ASSOCIATES		2
3	Bullish Bonds & Holdings Limited	L19202WB1981PLC034019	ASSOCIATES	8.11	2

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2018				No. of Shares held at the end of the year 31-03-2019				% of Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
(a) Individuals/HUF	72,100	5,150	77,250	13.31	72,100	5,150	77,250	13.31	0
Dinesh Agrawal	42,050	0	42,050	7.24	42,050	0	42,050	7.24	0
Harish G Agarwal	10,000	0	10,000	1.73	10,050	0	10,050	1.73	0
Anita Agarwal	10,050	0	10,050	1.72	10,000	0	10,000	1.72	0
Suruchi Agarwal	10,000	0	10,000	1.72	10,000	0	10,000	1.72	0
Omprakash Agarwal	0	5,150	5,150	0.89	0	5,150	5,150	0.89	0

Central Govt./State	0	0	0	0.00	0	0	0	0.00	0
Financial Institutions/Banks	0	0	0	0.00	0	0	0	0	0
Any other	54,500	1,48,500	2,03,000	34.97	54,500	1,48,500	2,03,000	34.97	0
Sub Total	1,26,60	1,53,650	2,80,25	48.28	1,26,60	1,53,65	2,80,25	48.28	0
(2) Foreign									
(a) NRI	0	0	0	0.00	0	0	0	0.00	0
(b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0
(e) Any Other....									
Sub Total	0	0	0	0.00	0	0	0	0.00	0
Total shareholding of (Promoter (A) = (A)(1)+(A)(2)	1,26,600	1,53,650	2,80,250	48.28	1,26,600	1,53,650	2,80,250	48.28	0
B. Public Shareholding									
(1) Institutions									
(a) Mutual	0	0	0	0.00	0	0	0	0.00	0
(b) Banks FI	0	2,200	2,200	0.38	0	2,200	2,200	0.38	0
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0
(d) State	0	0	0	0.00	0	0	0	0.00	0
(e) Venture	0	0	0	0.00	0	0	0	0.00	0
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
(g) FIs	0	0	0	0.00	0	0	0	0.00	0
(h) Foreign Venture Capital	0	0	0	0.00	0	0	0	0.00	0
(i) Others									
Sub-total	0	2,200	2,200	0.38	0	2,200	2,200	0.38	0
(2) Non-									

(a) Bodies Corp.	0	29,300	29,300	5.05	0	29,300	29,300	5.05	0
(i) Indian	0	0	0	0.00	0	0	0	0.00	0
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	0	2,68,750	2,68,750	46.30	0	2,68,750	268750	46.30	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	0	0	00.0	0	0	0	00.0	0
Others	0	0	0	0	0	0	0	0	0
Bodies Corporate									
i) Holding 1% and above :	0	2,400	2,400	4.13	0	2,400	2,400	8.15	0
ii) Holding Less than 1%:	0	26,900	26,900	0.92	0	26,900	26,900	0.92	0
*N.R.I. (NONREPAT)	0	0	0	0.00	0	0	0	0.00	0
*N.R.I. (REPAT)	0	0	0	0.00	0	0	0	0.00	0
*Foreign Corporate	0	0	0	0.00	0	0	0	0.00	0
* Trust	0	0	0	0.00	0	0	0	0.00	0
*HUF									
* Employee									
*Clearing Members	0	0	0	0.00	0	0	0	0.00	0
*Depository	0	0	0	0.00	0	0	0	0.00	0
Sub-total (B)(2):-	0	2,98,050	2,98,050	51.34	0	2,98,050	2,98,050	51.34	0

Total Public Shareholding (B) = (B)(1)+(B)(2)	0	3,00,250	3,00,250	51.72	0	3,00,250	3,00,250	51.72	0
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A + B + C)	1,26,600	4,53,900	5,80,500	100.00	1,26,600	4,53,900	5,80,500	100.00	-

(i) Shareholding of Promoters

SR No.	Shareholder's Name	Shareholding at the beginning of the year (As on 31st March, 2018)			Share holding at the end of the year (As on 31st March, 2019)			% 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 Agrawal	42,050	7.24	0	42,050	7.24	0	0
2	Harish G Agarwal	10,000	1.73	0	10,000	1.73	0	0
3	Anita Agarwal	10,050	1.72	0	10,050	1.72	0	0
4	Suruchi Agarwal	10,000	1.72	0	10,000	1.72	0	0
5	Omprakash Agarwal	5,150	0.89	0	5,150	0.89	0	0
6	Prabhu Steel Industries Ltd	54,500	9.39	0	54,500	9.39	0	0
7	Upkar Investments	53,050	9.14	0	53,050	9.14	0	0

	Ltd.							
8	Admire Investments Ltd.	48,350	8.33	0	48,350	8.33	0	0
9	Ranken Bonds & Holdings Ltd.	47,100	8.11	0	47,100	8.11	0	0
	Total	2,80,250	48.28	0	2,80,250	48.28	0	0.00

(ii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	2,80,250	48.28	2,80,250	48.28
2.	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):	Nil	Nil	Nil	Nil
3.	At the End of the year	2,80,250	48.28	2,80,250	48.28

(iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

D. Shareholding Pattern of top ten Shareholders:						
SI No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	

1	Varsha Gopal Kondawar	7,000	1.21	7,000	1.21	Equity
2	Prashant Wamanrao Signewar	7,000	1.21	7,000	1.21	Equity
3	Goyal Oprakash	6,000	1.03	6,000	1.03	Equity
4	XYZ	6,000	1.03	6,000	1.03	Equity
5	Parmeshwarlal Choudhary	5,950	1.02	5,950	1.02	Equity
6	Pawan Kumar Choudhary	5,650	0.97	5,650	0.97	Equity
7	Amit Sunder Gujar	5,500	0.95	5,500	0.95	Equity
8	Manjusha M Kawade	5,500	0.95	5,500	0.95	Equity
9	Jitendra J Haware	5,500	0.95	5,500	0.95	Equity
10	Varsha Gopal Kondawar	5,150	0.89	5,150	0.89	Equity
		59,250	10.21	59,250	10.21	

(iv) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the Year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
1	Dinesh Agrawal				
	At the beginning of the year	42,050	7.24	42,050	7.24
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	42,050	7.24	42,050	7.24

2	Harish Agrawal				
	At the beginning of the year	10,050	1.73	10,050	1.73
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	10,050	1.73	10,050	1.73

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	3,02,41,309	NIL	3,02,41,309
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year	NIL	48,90,971	NIL	48,90,971
☒☒Addition				
☒☒Reduction				
Net Change				
Indebtedness at the end of the financial year	NIL	3,51,32,280	NIL	3,51,32,280
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				

Total (i+ii+iii)	NIL	3,51,32,280	NIL	NIL
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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Harish Agrawal (Managing Director)	Dinesh Agrawal (Executive Director)		
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000		12,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - Others, specify...				
5.	Others, please specify				
	Total (A)	NIL			NIL
	Ceiling as per the Act				

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Daksha Patel	Arthi Khandewal		
	1. Independent Directors				

	Fee for attending board / committee meetings Commission Others, please specify				
	Total (1)				
	2. Other Non-Executive Directors Fee for attending board / committee meetings Commission Others, please specify	70,000	70,000		1,40,000
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration	NIL			NIL
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary 1) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 2) Value of perquisites u/s 17(2) Income-tax Act, 1961 3) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	1,60,000	-	1,60,000
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - Others, specify...				

5	Others, please specify				
	Total		254,062	40,000	294,062

D. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**For and on behalf of the Board of Directors of
For Hariyana Metals Limited**

**Sd/-
Harish Agrawal
Managing Director
DIN- 00291083**

**Sd/-
Dinesh Agrawal
Director
DIN- 00291086**

FORM NO. AOC -2 (Annexure-II)
(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.

Details of material contracts or arrangement or transactions at arm's length basis

Sr No	NAME OF RELATED PARTIES	NATURE AND VALUE OF CONTRACT/ ARRANGEMENT	AMOUNT
1	Harish Agarwal	Director Remuneration	6,00,000/-
2	Dinesh Agarwal	Director Remuneration	6,00,000/-
3	Prabhu Steel Industries Ltd.	Revenue Expenses	18,70,580/-
4	Prabhu Steel Industries Ltd.	Loan Received	1,32,62,349/-

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Annexure-III)

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2019.

INDUSTRY STRUCTURE AND DEVELOPMENT:

During the year, the global economic activities were negatively impacted by a gradual slowdown and rebalancing in China leading to lower investments and negative impact on global trade flows and export dependent economies. The global economic growth remains largely subdued, as compared to previous year. Depressed domestic demand with growing disorder of global trade has resulted in increasing trade remedial actions by various economies.

SEGMENT-WISE PERFORMANCE:

The Company trades in a single business segment. In view of sluggish global demand, the Company repositioned some of its supplies to favourable markets. The company has passed through a very unusual phase, any worthwhile comparison of performance between two periods would be inconclusive. There is, yet, considerable scope for improvement.

OPPORTUNITIES AND THREATS:

India is the only major steel consuming market globally which continued to witness increasing demand environment – finished steel demand growth stood at 4.5% over last year. However, the Country suffered from an unprecedented, unbridled and unfair steel imports from other Countries, which continued to sell their surplus steel production at predatory prices. The domestic steel industry was forced to take a series of price cuts - leading to severe margin squeeze for the Indian Steel Companies. Trading players in steel industry have faced cascading effects in the steel manufacturing industry.

STRENGTH:

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

RISKS AND CONCERNS:

Your company is working essentially in domestic market place. However since the Company is into trading activity It is attributed to all the risk and concerns attached with the trading industries as a whole. Also any downward movement in prices in manufacturing industry has a direct effect on the revenues of the Company, as margin drops.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with workers

and staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance states compliance as per requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015, as applicable to the Company. Given below are the Company's Corporate Governance policies and practices for 2018-19 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

Company's Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

Board of Directors:

The Company is managed by well-qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company www.hariyanametals.com. All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.

Information supplied to the Board:

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level. Directors have separate and independent access to officers of the Company. In addition to items, which are required to be placed before the Board for its noting and/or approval, information is provided on various significant items. At the meeting of the Independent Directors held during the year, they have expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Orderly succession to Board and Senior Management:

The Board of the Company satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

Code of Conduct:

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of a Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website.

Maximum tenure of Independent Directors:

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015.

Formal Letter of Appointment to Independent Directors:

The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. As per Regulation 46(2) of the SEBI (LODR) Regulation, 2015, the terms and conditions of appointment of Independent Directors are placed on the Company's website.

Directors' Interest in the Company:

Sometime the Company does enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weight age to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

Responsibilities & Functions of Board of Directors:

The Board of Directors of the listed entity shall have the following responsibilities:

(i) Disclosure of information:

- (1) Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- (2) The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the Board of Directors-

1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
2. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
3. Selecting, compensating, monitoring and, when necessary, replacing key managerial Personnel and overseeing succession planning.
4. Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.
5. Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.

6. Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
 7. Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
 8. Overseeing the process of disclosure and communications
 9. Monitoring and reviewing Board of Director's evaluation framework.
- iii) Other responsibilities:
1. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
 2. The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.
 3. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
 4. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
 5. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
 6. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
 7. The Board of Directors shall exercise objective independent judgment on corporate affairs.
 8. The Board of Directors shall consider assigning a sufficient number of non-executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
 9. The Board of Directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.
 10. The Board of Directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
 11. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.

12. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.
13. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
14. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

Composition of Board

The Board of Directors of the Company is composed of committed persons with considerable experience in various fields. The Board is properly constituted as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on the date of this report, the Board Strength consists of in all 5 directors. Out of them, 1 is the Chairman and Managing Director, one is Executive Non-Independent Director, two are Non-Executive Independent Director and one is Non-Executive Independent Women Director. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".

Further 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. Also necessary disclosures regarding Committee positions in other public Companies have been made to the Company by the Directors at regular intervals. The number of Directorships, Committee Membership/Chairmanship of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Name of the Director, Designation and Category	Category	Date of Appointment	No. of other Directorships	As Chairman
1	Harish Gangaram Agrawal	Managing Director	01/05/1995	3	None
2	Dinesh Gangaram Agrawal	Executive Director	01/05/1995	4	None
3	Chandrakant Narayanrao Dahale	Independent Director	16/12/2013	2	Three
4	Shital Ranjit Misal	Independent Director	06/02/2019	0	None
5	Sameer Kamlakar	Independent Director	06/02/2019	0	None

Deshpande				
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Meetings of the Board of Director

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from the other Board business. The Board meetings are pre-scheduled & Agenda is circulated well in advance to facilitate the Directors to ensure meaningful participation in the meetings. However, in case of special and urgent business need the Committee of Board of Directors met at a short notice and its minutes is noted and confirmed in the subsequent Board meeting. The Agenda for the Board/Committee meetings cover items set out as per guidelines in Listing Regulations & it includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

Meetings of the Board of Director during the **Financial Year 2018-19**, Seven Board Meetings were held on the following dates:

1. May 30, 2018;
2. August 11, 2018;
3. October 30, 2018;
4. February 06, 2019;
5. February 08, 2019;
6. February 27, 2019; and
7. March 26, 2019.

Details of the Board of Directors and External Directorships

Particulars of the Board's Composition, Directors' Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31st March 2019, are given below:

Sr. No.	Name of the Director, Designation and Category	No of Board Meetings held	Attendance of Board Meetings	Attendance at previous AGM
1	Harish Agarwal	Seven	Seven	Yes
2	Dinesh Agrawal	Seven	Seven	Yes
3	Chandrakant Dahale	Seven	Seven	Yes
4	Sameer Deshpande	Seven	Three	NA
5	Smt. Shital Misal	Seven	Three	NA

Notes:

(*) includes directorships held in public limited Companies only.

(Directorships held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 are excluded.)

(@) includes only positions held in Audit Committee and Shareholders'/ Investor Grievance Committee of the Board of Directors

The details of equity shares held by the Directors of the Company as on March 31, 2019 are as follows:-

Name of the Director, Designation and Category	Number of equity shares held
Harish Agarwal	10,050
Dinesh Agrawal	42,050

COMMITTEES OF THE BOARD

The Board Committee plays a crucial role in the governance structure of the Company and has been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committee are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee meetings.

The Board has constituted following Committees of Directors:

- ❖ **Audit Committee;**
- ❖ **Nomination and Remuneration Committee; and**
- ❖ **Stakeholder's Relationship Committee.**

AUDIT COMMITTEE

The Audit Committee consists of one Independent Director, one non-executive non-independent director and one Executive and Non-Independent Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The primary purpose of the Audit Committee is to assist the Board of Directors (the "**Board**") of **Hariyana Metals Limited**, (the "**Company**") in fulfilling its oversight responsibilities with respect to;

- a) The accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others,
- b) The Company's compliances with legal and regulatory requirements,
- c) The Company's independent auditors' qualification and independence,
- d) The audit of the Company's financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

Terms of Reference:

The role and terms of reference of Audit Committee covers areas mentioned under Listing Regulations and Companies Act, 2013, besides other terms as may be referred by the Board of Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions;

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
2. To review and examine with management the quarterly financial results before submission to the Board;
3. To review and examine with the management the annual financial statement and Auditor Report thereon before submission to the Board for approval, with particular reference to – matters to be included in the directors responsibility statement to be included in the board report; changes, if any, in accounting policies and practices and reasons for the same; major accounting entries involving estimates based on the exercise of judgment by management; significant adjustments made in the financial statements arising out of audit findings; compliance with listing and other legal requirements relating to financial statements; disclosure of any related part transactions; modified opinion in the draft audit report;
4. To review management discussion and analysis of financial condition and results of operations;
5. To recommend the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services rendered by the Auditors;
6. To review with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
7. To approve or any subsequent modification/disclosure of any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
8. To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
9. To review and monitor the Auditor independence and performance, and effectiveness of audit process;
10. To review the performance of statutory and internal auditors, adequacy of the Internal Control System;
11. To discuss with statutory auditors before the audit commences about the nature & scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To recommend appointment, removal, remunerations and terms of appointment of Internal Auditor of the Company;
13. To scrutinize inter-corporate loans and investments made by the Company; To review the adequacy of the Internal Audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage & frequency of internal audit, discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
14. To evaluate internal financial controls and risk management systems;
15. To do the valuation of undertakings or assets of the Company, wherever it is necessary.
16. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
17. To review the functioning of the Whistle blower mechanism.
18. To review the Company's financial and risk management policies.
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, creditors & shareholders (in case of non-payment of declared dividends).
20. To review the statement of uses/application of funds raised through an issue (public issue; rights issue, preferential issue, etc), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and making appropriate recommendations to the Board to take steps in the matter.
21. To carry out any other function as mentioned in the terms of reference of the audit committee.
22. To review management letters/ letters of internal control weakness issued by the Statutory Auditors.

23. To review Statement of deviations in terms of Regulation 32(1) & 32(7); including report of monitoring agency, if applicable.
24. The periodic review ensures that all areas within the scope of the Committee are reviewed.

Meetings of the Committee:

The Committee met Four times during the financial year 2018-19 on i.e. May 20, 2018, August 24, 2018, November 27, 2018 & February 08, 2019.

Constitution of the Committee:

The Constitution of the Audit Committee is in conformity with the Listing Regulations. The Chairman of the Audit Committee is an Independent Director and is financially literate and has accounting related financial management expertise.

The Composition of the Committee, together with the details of the attendance of each member as at 31st March, 2019 is given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Chandrakant Dahale	Chairman	4	Non-Executive & Independent Director
2.	Sameer Deshpande	Member	4	Non-Executive & Independent Director
3.	Dinesh Agrawal	Member	4	Executive and Non-Independent Director
4.	Harish Agrawal	Member	4	Managing Director

ROLE OF NOMINATION AND REMUNERATION COMMITTEE

Terms of the Committee

The Committee was renamed as Nomination & Remuneration Committee and the terms of reference of the said committee has been revised in order to align with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended from time to time. However, one of the Director was been given remuneration during the year under review. The Committee has devised a policy on Board Diversity. The objective of the policy is to ensure that the Board comprises adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company.

No Stock option has been allotted to any of the Directors during the financial year 2018-2019. The terms of reference of Committee broadly includes identifying & selection of candidates for appointment as Directors/Independent Director based on certain laid down criteria; performing all such functions as are required to be performed by the Committee with regard to such matters as specified under SEBI (LODR) Regulations, 2015 and requirements of section 178 of the Companies Act, 2013. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees. While reviewing the Company's remuneration policies and deciding on the remuneration, the Board and the Committee considers the performance of the Company, the current trends in the industry, the qualifications of the appointee, their experience, past performance, responsibilities shouldered by them, the statutory provisions and other relevant factors.

The Committee also ensures that the level & composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully. The Committee also ensures that the relationship of remuneration to performance is clear and meets appropriate performance benchmark. The Committee also ensures that the remuneration to directors, key managerial personnel & senior management involves a balance between fixed & incentive pay reflecting short & long term performance objectives appropriate to the working of the Company & its goals.

Role of committees shall, inter-alia, include the following:

1. To determine/recommend the criteria for determining appointment, qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to remunerations of directors, Key Managerial personal and other employees.
2. To formulate the criteria for evaluation of performance of independent directors and the board of directors.
3. To devise a policy on desired age and diversity of board of directors.
4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
5. To review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, etc.

Meeting of the Committee:

The Committee met once during the financial year 2018-19 on i.e. February 09, 2019.

Present Composition:

Name of the Member	Chairman / Member	Number of Meetings attended	Category
Chandrakant Dahale	Chairman	1	Non-Executive and Independent Director
Sameer Deshpande	Member	1	Non-Executive and Independent Director
Smt. Shital Misal	Member	1	Non-Executive and Independent Director

Remuneration of Executive Directors:

During the year under review, the Company paid remuneration to the Managing Director of the Company as provided in detail in an annexure to the Directors' Report in section VI (A) of Form MGT-9, i.e. extract of the Annual Return Managing Director is entitled to superannuation benefits

payable in the form of an annuity from an approved life insurance company, which form part of the perquisites allowed to him. No pension is paid by the Company.

Criteria of making payments to Non-executive directors:

Non-executive directors are paid sitting fees and commission for attending meeting of the Board and Committee of the Board including meeting of Independent Directors, as decided from time to time by the Board. The criteria of making payments to Non-Executive Directors, inter-alia, covers the number of meetings attended, Chairmanship of Committees of the Board, time spent in deliberation with the senior management on operational matters other than at meetings and contribution at the Board/Committee levels.

❖ **Pecuniary transactions with non-executive directors:**

During the year under review, there were no pecuniary transactions with any non-executive director of the Company. The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

❖ **Criteria of making payments to non-executive directors:**

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

Remuneration to Directors:

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any executive and/or non-executive director. During the year under review, none of the directors was paid any performance-linked incentive. In 2018-19, the Company did not advanced any loans to any of the non-executive directors, and/or Managing Director.

Details of Remuneration

a) **Managing Director**

The remuneration paid to the Managing Director for the year ended March 31, 2019 is as under:-

Name	Salary	Bonus/Commission	Perquisites and allowances	Total
Harish Agarwal	6,00,000	-	1,50,000	7,50,000

b) **Non-Executive / Independent Directors**

The remuneration in form of sitting fees/Commission paid to Non-Executive or Independent Directors during the year under review is as under:-

Name	Sitting Fees	Commission	Total
Daksha Patel	70,000		70,000

Arthi Khandewal	70,000		70,000
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STAKEHOLDERS RELATIONSHIP COMMITTEE

Terms of the Committee:

To consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of dividends, transmission, split, consolidation of share certificates and matters related thereto.

1. To ensure expeditious share transfer process.
2. To evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.
3. To provide guidance and make recommendations to improve investors service level to the Investors.
4. Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

Details of Pending Investor Grievances and Compliance Officer:

There were no investor grievances pending for Redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

Further the details of the Compliance Officer designated for handling of the Investor grievances is provided as under:

Name: Ritesh Ojha

Address: OLD MOTOR STAND, ITWARI, NAGPUR Nagpur MH 440008 .

Email ID: hariyana_ngp@bsnl.in

Meeting of the Committee:

The Committee met once during the financial year 2018-19 on i.e. February 15, 2019.

Stakeholders relationship committee constituted under section 178 (5) of the Companies Act, 2013 consists following members:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Chandrakant Dahale	Chairman	1	Non-Executive and Independent Director
2.	Sameer Deshpande	Member	1	Non-Executive and Independent Director
3.	Smt. Shital Misal	Member	1	Non-Executive and Independent Director

Independent Directors Meeting:

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI Listing Regulations, 2015, the independent directors held their separate meeting on March 30, 2019,

without the attendance of non-independent directors and members of Management, to inter alia discuss the following:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non - executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- iv. review the responsibility of independent directors with regard to internal financial controls.
- v. All independent directors were present at the meeting. The independent director's present elected Chandrakant Dahale as Chairman for the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

Compliances regarding Insider Trading:

The Company had in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which have come into effect from 15 May 2015. Accordingly, the Board has approved and adopted,

- a. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b. Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected person.

The said codes are being adhered to.

The Code referred to in (a) above is placed on the Company's website www.hariyanametals.com

Details of General Meetings:

Financial Year	Date	Venue	Special Resolutions passed
2017-2018	Saturday, September 29, 2018 at 03.00 P.M.	Old Motor Stand, Itwari, Nagpur - 440 008	NA

Extra-Ordinary General Meetings:

Details of the Extra- Ordinary General Meetings of the Company held during 3 preceding previous years together with a gist of the special resolutions passed there at is given hereunder:

Financial Year	Date	Venue	Special Resolutions passed
NA	NA	NA	NA

No Special Resolutions has been passed through Postal Ballot during the year. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.

Means of Communication:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to BSE Ltd., immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Marathi (regional language). The financial statement of the Company is unqualified.

In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange. During the year under review, no presentation was made to the institutional investors or analysts. The Company has paid Listing fees for the year 2018-19 to the Stock Exchange.

General Shareholders' Information:

Date time & Venue:

Date, Time & venue of Annual General Meeting	Thursday, 8 th June, 2019 at 12.00 p.m. at Old Motor Stand, Itwari, Nagpur – 440 008.
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Financial Year:

The financial year covers the period from April 1 of every year to March 31 of the next year.

Financial Reporting for

Quarter	Release date
1 st Quarter ending on June 30, 2018	30.05.2018
2 nd Quarter ending on September 30, 2018	11.08.2018
3 rd Quarter ending on December 31, 2018	30.10.2018
4 th Quarter ending on March 31, 2019	08.02.2019

Dividend

No Dividend has been recommended for the year under review.

Record Date/Book Closure Date

The Company has fixed August 01, 2019 as the Record date for the purpose of Forty-Fourth Annual General Meeting and matters related thereto.

Listing on Stock Exchange

Equity Shares

The Equity Shares of the Company are Listed on the following Stock Exchange: -

- ❖ The Bombay Stock Exchange Limited
P J Towers, Dalal Street, Fort, Mumbai: 400001

ISIN No.

The Company's Demat International Security Identification Number (ISIN) for its equity shares in CDSL and NSDL is INE219D01012.

Listing Fees

Listing Fees, as prescribed, has been paid to the Stock Exchanges where the securities of the Company are listed.

Corporate Identification Number:

The Company's CIN as allotted by the Ministry of Corporate Affairs ("MCA") is L99999MH1975PLC018080

Share Transfer System:

The Share transfer is processed by the Registrar & Share Transfer Agent and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

Dematerialization of Shares and Liquidity:

As on 31st March, 2019, 1,26,600 equity shares, constituting 21.81% of the paid-up equity capital of the Company, stood dematerialized. The Company has entered into agreements with both National Securities Depository Limited and Central Depository Services (India) Limited whereby shareholders have an option to dematerialize their shares with either of the Depositories. Entire shareholding of Promoters and Promoter Group is in dematerialized form. Status of Dematerialization of Equity Shares as on March 31, 2019 is as under:

Particulars	No. of shares	% of total paid-up Capital
National Securities Depository Limited	0	0
Central Depository Services (India) Limited	1,26,600	21.81%
Total Dematerialized	1,26,600	21.81%
Physical	4,53,900	78.19%
Total	5,80,500	100.00%

Shareholding Pattern:

Sr. No.	Category	As on 31 st March, 2018		As on 31 st March, 2019	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters				
1.	Individuals/HUF	77250	13.31	77250	13.31
	Bodies Corporate	2,03,000	34.97	2,03,000	34.97
	Any Others(Specify)	0	0	0	0
	TOTAL (A)	2,80,250	48.28	2,80,250	48.28
B	Public Shareholding	0	0	0	0
1.	Institutions	2,200	0.38	2,200	0.38
	Foreign Institutional Investors	0	0	0	0
2.	Non-Institutions	0	0	0	0
	Bodies Corporate	0	0	0	0

(a)	Individual Shareholders holding up to Rs.2 Lac	2,68,750	46.30	2,68,750	46.30
(b)	Individual Shareholders holding above Rs.2 Lac	0	00.00	0	00.00
	NRIs / HUF's / Clearing Members/Bodies corporate	29,300	5.05	29,300	5.05
	TOTAL (B)	2,98,050	51.34	2,98,050	51.34
	TOTAL (A+B)	5,80,500	100.00	5,80,500	100.00

Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

Address for Correspondence:

HARIYANA METALS LIMITED

Old Motor Stand, Itwari, Nagpur, Maharashtra, 440008

Email ID: hariyana_ngp@bsnl.in

SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is registered with SEBI under the SCORES system.

DISCLOSURES:

Related Party Transactions

Related party transactions were reviewed/approved by the Audit Committee and were entered into in the ordinary course of business and at arm's length basis. During the year under review, there were no materially significant Related Party transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.

Disclosure of Accounting Treatment

During the year under review, the Company has followed the Accounting Standards issued by the ICAI to the extent applicable.

Code of Conduct

- ❖ The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- ❖ The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the

guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.

Details of Non-Compliance

The Company has complied with all the requirements of regulatory authorities. During the financial year under review, there were no instances of non-compliance by the Company.

Loan acceptance and repayments

Loan accepted and repaid as the information mentioned in Significant Accounting Policies.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual evaluation was made by the Board is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting. The criteria are placed on the Company's website www.hariyanametals.com
- The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their meetings held.

Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision on their re-appointment did not arise. Details on the evaluation carried out by the independent directors at their meeting held on March 31, 2019 have been furnished in a separate Para elsewhere in this Report.

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board includes:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non - Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties; personal

characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

Responsibilities of Compliance Officer

The compliance officer of the listed entity shall be responsible for-

- a. Ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- b. Co-ordination with and reporting to the Board, recognized stock Exchange and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- c. Ensuring that the correct procedures have been followed that would result in the correctness, Authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- d. Monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors.

Preventing Conflict of Interest:

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by Board Members and the Management Committee. The Board has adopted the Code of Conduct for the members of the Board and Senior Management team. The Code provides that the Directors are required to avoid any interest in contracts entered into by the Company. If such an interest exists, they are required to make adequate disclosure to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The members of the Board and the Management Committee annually confirm the compliance of the Code of Conduct to the Board. The members of the Board and the Management Committee also submit on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board. The members of the Board inform the Company of any change in their directorship(s), chairmanship(s)/ membership(s) of the Committees, in accordance with the requirements of the Companies Act, 2013 and Listing Regulations. Transactions with any of the entities referred above are placed before the Board for approval. Details of all Related Party Transactions are placed before the Audit Committee on quarterly basis.

Affirmation and Disclosure:

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on March 31, 2019 and a declaration to that effect signed by the Managing Director is attached and forms part of this Report. The members of the Management Committee have made disclosure to the Board of Directors relating to transactions with potential conflict of interest with the Company; however there were no material, financial or commercial transaction between the Company and the Independent Directors.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Director neither participated in the discussion nor voted on such matter.

Commodity price risk or foreign exchange risk and hedging activities:

Since the Company is into trading activities in Indian Currency only, hence there is neither Foreign Exchange risk nor any hedging activities nor there commodity price risk.

Whistle Blower Policy:

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The Whistle Blower policy/vigil mechanism provides a mechanism for the Directors/employees to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website.

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 and the same is annexed to this Report.

Reconciliation of Share Capital Audit:

A practicing Company Secretary carries out reconciliation of share capital audit, on half -yearly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

Audit Qualifications:

There are no Audit qualifications in the Company's financial statement for the year under review.

Non Mandatory Requirements:

a. The Board

At present, there is no separate office in the Company for use of Chairman.

b. Shareholders Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

c. Audit Qualifications

There is no audit qualification. Every endeavor is made to make the financial statements without qualification.

d. Separate posts of Chairman and Chief Executive Officer

The Company does not have any Chairman. A separate person is Executive Director of the Company.

e. Reporting of Internal Auditors

Reports of Internal Auditors are placed before the Audit Committee for its review.

**For and on behalf of the Board of Directors of
Hariyana Metals Limited**

Sd/-
Harish Agrawal
Managing Director
DIN- 00291083

Sd/-
Dinesh Agrawal
Director
DIN- 00291086

Place: Nagpur
Date: 13/07/2019

FORM NO. MR-3
SECRETARIAL AUDIT REPORT (Annexure-IV)
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[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
(CIN: L99999MH1975PLC018080)

I 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 me areas on able basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon based on my verification of the **Hariyana Metals Limited**.

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, here by report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2019** has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, except to those mentioned below in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained **Hariyana Metals Limited** for the **financial year ended on 31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **Not Applicable**

(iv) The following Regulations and Guidelines prescribed under the Securities and exchange Board of India Act,1992 ('SEBI Act');

- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011 - **Not Applicable to the Company during the period under review**
- ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - **Not Applicable to the Company during the period under review.**
- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable to the Company during the period under review**
- iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during the period under review**
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the period under review**

- vi. 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 - **Not Applicable to the Company during the period under review**
- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 - **Not Applicable to the Company during the period under review**
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable to the Company during the period under review**

The management has identified and confirmed that apart from Companies Act, 2013; SEBI Act & Income-Tax Act, 1961, no other laws is specifically applicable to the Company.

I 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 BSE Ltd., ;

During the period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in the Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I 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. There was no change in the composition of the Board of Directors during the period under review, other than those mentioned in the Director Report. Adequate notice is given to all directors to schedule the Board Meetings 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. Since Minutes books is not updated, hence we cannot comment whether majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

The Company has filed certain Forms with ROC with delayed fees during the year.

(JAYMIN MODI & Co.)

Practicing Company Secretaries

C P No. 16948

Date: 13/07/2019

Place: Mumbai

ANNEXURE – A TO SECRETARIAL AUDIT REPORT

To,
The Members,
Hariyana Metals Limited
(CIN: L99999MH1975PLC018080)

Our Secretarial Audit Report dated **13/07/2019** is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We 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 basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This 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.

(JAYMIN MODI & Co.)
Practicing Company Secretaries
C P No. 16948

Date: 13/07/2019
Place: Mumbai

AUDITOR'S REPORT

To
The Members
Hariyana Metals Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Hariyana Metals Limited ("the company" bearing Corporate Identification No. L28100MH1972PLC015817), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, The Statement of Cash Flow & The Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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, of the state of affairs of the Company as at March 31, 2019, and of profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated 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, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern

and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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.

- a. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- b. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- c. In our opinion, the aforesaid standalone financial statements 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 the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 1. The Company does not have any pending litigations which would impact its financial position.
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses hence has made no provision, as required under the applicable law or accounting standards.

3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Lalit Jham & Co.
Chartered Accountants
Firm Registration No: 114158W

Place: Nagpur
Date: 24th May, 2019.

Lalit Jham
Partner
Membership No: 040501

**ANNEXURE-A REFERRED TO IN THE AUDITOR'S REPORT ON THE
ACCOUNTS OF HARIYANA METALS LIMITED FOR THE YEAR ENDING
31ST MARCH 2019**

As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013 taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report the following:

S. No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes the company is maintaining proper records as required under the act.
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	As explained to us, all the fixed assets have been physically verified by the management during the year at reasonable intervals, which in our opinion, is reasonable having regard to the size of the company and the nature of assets. No material discrepancies were noticed on such physical verification.
	(c) whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof	Yes, the title deeds of immovable properties are held in the name of the company.
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management;	As explained to us, the inventory of stocks of trading goods has been physically verified by the management at regular intervals during the year.
	(b) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been	In our opinion and according to the information and

	properly dealt with in the books of account;	explanations given to us and on the basis of our examination of the records of inventory, the Company has maintained proper records of inventory and there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
(iii)	(iii) whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. If so,,	The company has not granted any loan to a party covered in the register maintained under section 189 of the Companies Act 2013.
	(a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	Since no loan has been granted this clause does not apply
	(b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	Since no loan has been granted this clause does not apply.
	(c) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	Since no loan has been granted this clause does not apply.
(iv)	in respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
(v)	in case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or	In our opinion and according to the information and explanations given to us, the Company has not accepted

	National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	deposits from the public during the year and therefore, the provisions of Section 73 to 76 of the Companies Act, 2013 and Rules made there under are not applicable to the Company
(vi)	where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained;	The maintenance of cost record has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
(vii)	(a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated.	According to the information and explanations given to us, the company was generally regular in depositing dues in respect of Employees Provident Fund, Employees State Insurance Fund, and other statutory dues
	(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute). Details Of Taxes which have not been deposited as at 31.3.2019 on account of dispute are given below:	According to the records examined by us and the information and explanations given to us, there are no undisputed amounts due in respect of income tax, sales tax, wealth tax, excise duty, Employees provident fund, Employee state insurance fund and other statutory dues at the end of the year outstanding in the books.
(viii)	whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to	Based on our audit procedures and on

	debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).	the basis of information and explanations given by the management, the Company has not defaulted in the repayment of dues to banks, financial institutions during the year.
(ix)	whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;	The Company has not raised any money by way of initial public offer or further public offer, further the term loans have been applied for the purpose for which they were raised.
(x)	whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;	As per the explanation given to us and information provided no fraud on or by the company has been noticed or reported.
(xi)	whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;	As per the information provided managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
(xii)	whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	Since the company is not a Nidhi Company this clause is not applicable.
(xiii)	whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act,2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;	As per the explanation given to us and information provided transactions with the related parties are in compliance

		with sections 177 and 188 of Companies Act, 2013
(xiv)	whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;	As per the explanation given to us and information provided the company has not made preferential allotment & private placement of shares during the year under review & the requirement of section 42 of the Companies Act, 2013 have been complied with
(xv)	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;	The company has not entered into any non-cash transactions with directors or persons connected with him with regards to section 192.
(xvi)	whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Hariyana Metals Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting

principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Lalit Jham & Co.
 Chartered Accountants
 Firm Registration No: 114158W

Place: Nagpur
 Date: 24th May, 2019.

Lalit Jham
 Partner
 Membership No: 040501

SCHEDULE: -10

SIGNIFICANT ACCOUNTING POLICIES

ACCOUNTING POLICIES & NOTES ON ACCOUNTS

Note 19

A. SIGNIFICANT ACCOUNTING POLICIES

1. System of Accounting: -

The financial statements have been prepared to comply in all material respects with the generally accepted accounting principles, Indian Accounting Standards notified under Section Section 133 of the Companies Act 2013, read with relevant rules issued thereunder and the relevant provisions thereof.

The financial statements have been prepared under the historical cost convention on accrual basis of accounting. The accounting policies have been consistently applied by the Company and are in line with those used last year.

The Company follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

2. Revenue Recognition: -

Expenses and Income considered payable and receivable respectively are accounted for on accrual.

3. Property Plant & Equipment: -

Property Plant & Equipment are stated at historical cost, except part of leasehold land, building, shed and Plant & Machinery revalued and stated at Cost less accumulated depreciation and impairment losses if any. Cost comprises of the purchase price (net of tax/duty credit availed) and any cost direct / incidental and borrowing cost attributable to bringing the asset to its working condition for its intended use.

Flat at Dadar included under the head of building includes cost of share in co-operative society of the value of Rs. 100/-

4. Depreciation on Property Plant & Equipment: -

Depreciation is provided on property plant & equipment on written down value basis in accordance with the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal and external factors. An impairment loss is recognized wherever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and the value in use. The assessment by the management shows no impairment.

Till 31ST March, 1993:

i) Depreciation on assets installed up to 30th June, 1987 is provided at the rate of depreciation prevalent at the time of installation of assets as per clarification by the ministry of industry, department of company affairs, vide its circular no. 1/86 dt. 21st may,1986.

ii) Depreciation on installation of fixed assets after 30th June, 1987 is provided as per rates specified in the schedule XIV of The Companies Act,1956.

After 31ST March, 1993:

Depreciation on all Assets installed after 31ST March 1993 is provided at the new rates as amended by the Notification no. GSR756(E) DT.16/12/93 read with circular no. 14 Dt. 20/12/93 issued by the Department of Company Affairs.

Depreciation on assets except Building and Shed and Plant and Machinery is provided on "Written down value method" as per provision of section 205(2) Schedule XIV of The Companies Act,1956.

From 1st April 2014:

Depreciation on all Assets is provided as per the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. There has been a revision in the estimated useful life of the assets as per the Companies act 2013 and the unamortised depreciable amount will be charged over the revised remaining useful life.

Depreciation on assets except Building and Shed and Plant and Machinery is provided on "Written down value method."

Since no manufacturing activity has been carried out during the year depreciation on such plant & machinery used in manufacturing process has not been provided.

5. Investments: -

Non current Investments are of long term nature and stated at cost.

6. Inventories: -

Inventories are valued at cost or net realizable value whichever is lower.

7. Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which reliable estimates can be made.

Provisions are not discounted to its present value and are determined based on best management estimates required to settle the obligations at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.

8. Cash Flow Statement

The Company has prepared the Cash Flow Statement using the Indirect Method. Cash flows from operating, investing & financing activities are segregated.

9. Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and

expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized.

10. Contingencies

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent.

Contingent liabilities not provided for are in respect of:

I. Claims not acknowledged as debts	2019 Amount	2018 Amount
(a) SALES TAX (Disputed on Appeal)	Nil	Nil
II. Estimated value of contract remaining to be executed on capital accounts and not provided for (Net of advances)	Nil	Nil

11. Taxes on Income: -

Provision for current tax is made based on the tax payable under the current provisions of the tax laws applicable in the jurisdiction where in the income is assessable.

Deferred tax expenses or benefit is recognized on timing differences being the difference between taxable income and accounting income that arises in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets and liabilities are accounted for, using the tax rates and tax laws applicable as on the Balance Sheet date.

B. NOTES ON ACCOUNTS

- Sundry Creditors, Sundry Debtors, Loans & Advances have been taken at their book value subject to confirmation and reconciliation.
- Payment to Director

Directors Remuneration	2018-19 (Rs)	2017-18 (Rs)
Salary & Bonus	12,00,000	7,35,000
Sitting fees	1,40,000	20,000
Total	13,40,000	7,55,000

- Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
- Loans and advances includes amount outstanding from directors or/and Company in which directors are interested. Maximum Balance during the year:

	2018-19 (Rs)		2017-18 (Rs)	
	Closing	Max. Bal.	Closing	Max. Bal.

	Balance(₹)	₹	Balance (₹)	₹
	Nil	Nil	Nil	Nil

5. Major components of Deferred tax

Particulars	As at 31.03.2019
A) Deferred Tax Liabilities	
Depreciation	762264
Total	
B) Deferred Tax Assets	
Disallowance u/s 40(a)(ia)	
Disallowance U/s 43B	
Gratuity Disallowed	
MAT credit available	
Total	
Net Deferred Tax liabilities/(assets) (A-B)	762264

6. Related Party Disclosure

Sr. No.	Category	Name of the related Party
1	Subsidiaries	---
2	Key Management	Shri Harish Agrawal Shri Dinesh Agrawal
3	Associates	Prabhu Steel Industries Ltd.
4	Relatives of Key Management Personnel	---

Transaction with Related Parties

Sr. No.	Nature of Transaction	Rs	Name of Related Party
1	Remuneration	6,00,000/- 6,00,000/-	Harish Agarwal Dinesh Agarwal
2	Purchase of RM / PM / FG	Nil	-----
3	Revenue Expenses	18,70,580/-	Prabhu Steel Industries Ltd.
4	Purchase of Fixed Assets	Nil	-----
5	Sales of RM / PM / FG	Nil	-----
6	Loan Received	1,32,62,349/-	Prabhu Steel Industries Ltd.
7	Advance Given	Nil	-----

8	Advance Received	Nil	-----

7. Unsecured loans & Advances:

(a) All the unsecured loans have been guaranteed personally by one of the director of company.

Previous year figures have been regrouped or rearranged whenever necessary.

Signature to Note “1” to “11” of Balance sheet and “12” to “19” of Profit and Loss account

In terms of Our Separate Report of
 Even Date Attached

Nagpur
 Dated the, 24TH May, 2019

For Lalit Jham & Co.
 Chartered Accountants
 FRN 114158W

For Hariyana Metals Ltd

Lalit Jham
 Partner
 M.no : 040501

Harish Agarwal
 Director
 DIN: 00291083

Dinesh Agarwal
 Director
 DIN: 00291086

BALANCE SHEET AS ON 31.03.2019

Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
1	2	3	4
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	36,18,153	37,29,673
(b) Financial Assets			
(i) Non Current Investments	2	2,68,407	2,68,407
(2) Current assets			
(a) Inventories	3	1,07,191	80,36,327
(b) Financial Assets			
(i) Current Investments		-	-
(ii) Trade receivables	4	7,63,23,767	6,28,65,496
(iii) Cash and cash equivalents	5	1,50,06,207	1,44,91,322
(iv) Bank balances other than (iii) above		-	-
(v) Current Loans	6	2,01,65,138	2,13,13,123
(c) Current Tax Assets (Net)		-	-
(d) Other current assets		-	-
Total Assets		11,54,88,863	11,07,04,348
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	7	58,05,000	58,05,000
(b) Other Equity	8	1,74,58,880	1,53,40,587
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Non Current Borrowings	9	3,51,32,280	3,02,41,309
(a) Deferred tax liabilities (Net)		7,62,264	-
(b) Other non-current liabilities			
Current liabilities			
(a) Financial Liabilities			
(i) Current Borrowings	10	1,03,09,031	1,16,62,133
(ii) Trade payables	11	4,60,21,408	4,76,55,319
Total Equity and Liabilities		11,54,88,863	11,07,04,348

As per our Report of even date
For Lalit Jham & Co.
Chartered Accountants
FRN 114158W

For HARIYANA METALS LIMITED

Lalit Jham
Partner
M.No. 040501
Nagpur dated 24th May 2019

HARISH AGRAWAL DINESH AGRAWAL
DIRECTOR DIRECTOR
DIN: 291083 DIN: 291086

PROFIT & LOSS STATEMENT AS ON 31.03.2019

	Particulars	Note No.	31st March 2019	31st March 2018
I.	Revenue from operations	12	9,77,34,056	7,88,09,789
II.	Other income	13	64,10,692	1,17,37,940
III.	Total Revenue (I + II)		10,41,44,748	9,05,47,729
IV.	Expenses:			
	Cost of materials consumed	14	1,48,534	28,238
	Purchases of Stock-in-Trade		8,47,49,408	7,33,90,477
	Changes in inventories	15	79,29,136	30,24,923
	Employees benefit expenses	16	5,04,191	1,56,522
	Finance Costs	17	26,79,713	8,37,667
	Depreciation and amortization expenses	1	1,11,521	1,05,494
	Other expenses	18	51,39,388	44,72,505
	Total expenses		10,12,61,891	8,20,15,826
V.	Profit (Loss) before tax (III-IV)		28,82,857	85,31,903
VI	Tax expense:			
	(1) Current Tax		0	0
	(2) Deferred Tax		7,62,264	0
	(3) Tax for Earlier years		2,300	40,267
VII	Profit (Loss) for the period		21,18,293	84,91,636
VIII	Other Comprehensive Income			
	A. Items that will not be reclassified to Profit or Loss			
	(i) Changes in Revaluation Surplus		0	0
	(ii) Remeasurements of Defined Benefit Plan		0	0
	(iii) Equity Instruments through OCI		0	0
			0	0
	(iv) Less - Income Tax relating to items that will not be classified to Profit or Loss		0	0
			0	0
	B. Items that will not be reclassified to Profit or Loss			
	(i) Exchange difference in translating Financial Statements of Foreign Operation		0	0
	(ii) Debt Instruments through OCI		0	0
	(iii) The effective portion of gain and loss on hedging instruments in a cash flow		0	0
			0	0
	(iv) Less - Income Tax relating to items that will be classified to Profit or Loss		0	0
			0	0
IX	Total Comprehensive Income for the period (VII + VIII)		21,18,293	84,91,636

XIV	Earnings per equity share:			
	(1) Basic		3.65	14.63
	(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 Lalit Jham & Co. Chartered Accountants FRN 114158W				
For HARIYANA METALS LIMITED				
Lalit Jham Partner M.No. 040501 Nagpur dated 24th May 2019		HARISH AGRAWAL DIRECTOR DIN: 291083		DINESH AGRAWAL DIRECTOR DIN: 291086

CASH FLOW FOR THE YEAR ENDED 31st March, 2019

			AMOUNT (RS) 31.03.2019	AMOUNT (RS) 31.03.2018
A.	CASH FLOWS FROM OPERATING ACTIVITIES			
	Net Profit Before Tax		2882857	8531903
	ADJUSTMENTS :			
	Depreciation		111521	105494
	Interest Paid		2679713	837667
	Deferred Taxes		762264	0
	Revaluation Reserve Written Back		0	0
	OTHER INCOME (Interest & Dividend)		(6269911)	(1125015)
	Profit On Sale Of Fixed Asset		0	0
	Profit On Sale Of Investments		0	0
	Operating Profit Before Working Capital Adjustments		166444	8350049
	CHANGES IN WORKING CAPITAL :			
	Increase / Decrease In Inventories		7929136	3461172
	Increase / Decrease In Debtors		(13458271)	98908933
	Increase / Decrease In Loans & Advance		1147985	(16438126)
	Increase / Decrease In Current Liabilites		(1353102)	(549717)
	Increase / Decrease In Current Loans (Liabilities)		(1633911)	(278851584)
	Cash Generated From Operations		(7201719)	(185119273)
	Taxes		764564	40267
	Cash Flow Before Extraordinary Items		(7966283)	(185159540)
	Settlements If Any			
	NET CASH FROM OPERATING ACTIVITIES	(A)	(7966283)	(185159540)
B.	CASH FLOW FROM INVESTING ACTIVITIES			
	Purchase Of Fixed Assets		0	0
	Sale Of Fixed Assets		0	21949280
	Sale Of Investments		0	0
	Purchase Of Investments		0	0
	Profit On Sale Of Investments		0	0
	OTHER INCOME (Interest & Dividend)		6269911	1125015
	NET CASH FROM INVESTING ACTIVITIES	(B)	6269911	23074295
C.	CASH FLOW FROM FINANCING ACTIVITIES			
	Increase In Share Capital		0	0
	Increase / Decrease In Secured Loans		0	0
	Increase / Decrease In Unsecured Loans		4890971	13452414

	Interest Payments		(2679713)	(837667)
	NET CASH FROM FINANCING ACTIVITIES	(C)	2211258	12614747
	Net Increase In Cash And Cash Equivalents	(A+B+C)	514886	(149470498)
	Opening Balance Of Cash And Cash Equivalents		14491322	163961820
	CLOSING BALANCE OF CASH AND CASH EQUIVALENTS		15006207	14491322

NOTES TO ACCOUNTS

NOTE 2: NON-CURRENT INVESTMENTS

PARTICULARS	As on 31st March 2019	As on 31st March 2018
A. Trade Investments		
Total (A)	-	-
B. Equity Shares		
(Quotaed and fully paid up)		
Prabhu steel Industries Ltd (70000 fully paid up Shares at Face Value Rs. 10 each)	2,18,410	2,18,410
Shree Gopal Finance P Ltd (15000 fully paid up Shares at Face Value Rs. 10 each)	38,597	38,597
Sharda Ispat Limited (500 fully paid up Shares at Face Value Rs. 10 each)	10,000	10,000
Gammon India Limited (200 fully paid up Shares at Face Value Rs. 10 each)	1,400	1,400
Total (B)	2,68,407	2,68,407
Grand Total (A + B)	2,68,407	2,68,407
Less : Provision for dimunition in the value of Investments	-	-
Total	2,68,407	2,68,407

NOTE 3: INVENTORIES

PARTICULARS	As on 31st March 2019	As on 31st March 2018
<u>(At Cost or net realisable value)</u>		
<u>(As certified and valued by the Management)</u>		
Finished Goods	1,07,191	80,36,327
Total	1,07,191	80,36,327

NOTE 4: TRADE RECEIVABLES

PARTICULARS	As on 31st March 2019	As on 31st March 2018
Trade receivable outstanding for a period less than six months from the date they are due for payment.		

Secured, considered good		
Unsecured, considered good	33,79,735	6,05,65,004
Secured, considered doubtful		
Less: Provision for doubtful debts	-	-
	33,79,735	6,05,65,004
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		
	-	-
Unsecured, considered good	7,29,44,032	23,00,492
	7,29,44,032	23,00,492
Total	7,63,23,767	6,28,65,496

NOTE 5: CASH AND CASH EQUIVALENTS

PARTICULARS	As on 31st March 2019	As on 31st March 2018
a. Balances with Banks		
Axis Bank (C/A. 918020097205197)	45,044	-
ICICI Bank (C/A.005905017528)	55,619	24,998
IDBI Bank LTD NO.0389103000000772	43,914	1,55,145
SBI A/C NO. 30052093253	42,920	18,746
N.N.S.B. Bank L04601/7632	43,995	-15,846
NNSB FDR	1,42,40,231	1,34,98,711
b. Cash in Hand		
Cash at Office	5,34,485	8,09,568
Total	1,50,06,207	1,44,91,322

NOTE 6: CURRENT LOANS AND ADVANCES

PARTICULARS	As on 31st March 2019	As on 31st March 2018
(Unsecured and Considered Good)		
a. Loans to related parties	-	-
b. Loans & Advances to Others	2,01,65,138	2,13,13,123
Total	2,01,65,138	2,13,13,123

NOTE 7: SHARE CAPITAL

PARTICULARS	As on 31st March 2019	As on 31st March 2018
<u>Authorised</u>		
(30,00,000 Equity Shares of Rs.10/- each)	3,00,00,000	3,00,00,000
<u>Issued, Subscribed and Fully paid up</u>		
(5,80,500 Equity Shares of Rs.10/- each)	58,05,000	58,05,000
Total	58,05,000	58,05,000

a) The company has only one class of shares referred to as equity share having a par value of Rs.10 Each. Holder of equity share is entitled to one vote per share.

b) The reconciliation of the number of shares outstanding as on March 31, 2019 and March 31, 2018 is set out below:

Reconciliation of the number of shares		
Particulars	As on 31st March 2019	As on 31st March 2018
Shares outstanding at the beginning of the year	58,05,000	58,05,000
Add: Issued during the year	-	-
Less: Shares cancelled during the year	-	-
Shares outstanding at the end of the year	58,05,000	58,05,000

c) The details of shareholders' holding more than 5% shares as on March 31, 2019 & 31st March 2018 are set out below:

Name of the Shareholder	No. of Shares as on 31st March, 2019	Percentage of Shareholding as on 31st March, 2019	No. of Shares as on 31st March, 2018	Percentage of Shareholding as on 31st March, 2018
Prabhu Steel Industries Ltd.	54500	9.39	54500	9.39
Upkar Investments Ltd.	53050	9.14	53050	9.14
Admire Investments Ltd.	48350	8.33	48350	8.33
Bullish Bonds & Holdings Ltd.	47100	8.11	47100	8.11

NOTE 8: RESERVES & SURPLUS

PARTICULARS	As on 31st March 2019	As on 31st March 2018
(a) Capital Reserve		
Opening Balance	1,09,13,306	1,09,13,306
(+) Net Profit/(Net Loss) For the current year	-	-
Closing Balance	1,09,13,306	1,09,13,306
(b) Surplus		
Opening balance	44,27,281	(40,64,355)
(+) Net Profit/(Net Loss) For the current year	21,18,293	84,91,636
Closing Balance	65,45,574	44,27,281
Total (a)+(b)	1,74,58,880	1,53,40,587

NOTE 9: LONG TERM BORROWINGS

PARTICULARS	As on 31st March 2019	As on 31st March 2018
Secured Borrowings :		
-		
Unsecured Borrowings :		
Term Loans from Others	3,51,32,280	3,02,41,309
Total	3,51,32,280	3,02,41,309

NOTE 10: SHORT TERM BORROWINGS

PARTICULARS	As on 31st March 2019	As on 31st March 2018
Secured Borrowings :		
Loans Repayable on Demand	-	
N.N.S.B. O/D Account	1,03,09,031	1,16,62,133
Total	1,03,09,031	1,16,62,133

NOTE 11: TRADE PAYABLES

PARTICULARS	As on 31st March 2019	As on 31st March 2018

Sundry Creditors	4,60,19,072	4,76,52,983
Security Deposits Payable	2,336	2,336
Total	4,60,21,408	4,76,55,319

NOTE 12: REVENUE FROM OPERATION

PARTICULARS	As on 31st March 2019	As on 31st March 2018
SALES		
Iron & Steel	9,77,34,056	7,88,09,789
Total	9,77,34,056	7,88,09,789

NOTE 13: OTHER INCOME

PARTICULARS	As on 31st March 2019	As on 31st March 2018
Profit on Mutual Fund Investment	-	62,062
Interest Received	62,65,176	11,25,015
Accounts Written Off	-	143
Profit on Sales of Assests	-	1,05,50,720
Dividend	4,735	-
Sales Tax Refund	1,40,781	-
Total	64,10,692	1,17,37,940

NOTE 14: COST OF MATERIAL CONSUMED

PARTICULARS	As on 31st March 2019	As on 31st March 2018
A) Cost of Raw Material Consumed		
Opening Stock	-	-
Add: Purchase & Expences	-	-
	-	-
less: Closing Stock	-	-
Cost of Raw Material Consumed	-	-
B) Manufacturing Expenses		
Freight Inward	1,48,534	28,238
Sub Total	1,48,534	28,238

Total	1,48,534	28,238
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NOTE 15: CHANGES IN INVENTORIES

PARTICULARS	As on 31st March 2019	As on 31st March 2019
Opening Stock		
Finished Goods	80,36,327	1,14,97,499
Less : Excise Duty Sett off Excise	-	4,36,249
Sub Total	80,36,327	1,10,61,250
Less:- Closing Stock		
Finished Goods	1,07,191	80,36,327
Sub Total	1,07,191	80,36,327
Total	79,29,136	30,24,923

NOTE 16: EMPLOYEE BENEFIT EXPENSES

PARTICULARS	As on 31st March 2019	As on 31st March 2019
Salary,Wages,Bonus and Allowances	5,04,191	1,56,522
Total	5,04,191	1,56,522

NOTE 17: FINANCE COST

PARTICULARS	As on 31st March 2019	As on 31st March 2019
Interest to Others	26,79,713	8,37,667
Total	26,79,713	8,37,667

NOTE 18: OTHER EXPENSES

PARTICULARS	As on 31st March 2019	As on 31st March 2019
Handling Exp.	4,26,385	4,02,868
Rent & Ground Rent	1,90,650	2,12,835
Service Tax:	-	2,123
Rate & Taxes	38,677	27,862
Meeting Fees	1,40,000	20,000
Bank Commission and Charges	12,328	8,172
Accounts W/Off	204	-
Excise Duty earlier year	9,00,000	2,12,295

Travelling Exp	25,069	91,390
Repairs	39,240	7,740
Brokerrage paid	-	1,650
Brokerage Property sale	-	3,25,000
Freight Outwards	6,95,941	9,39,196
Remuneration to Directors	12,00,000	5,40,000
Perks to Director	1,50,000	1,95,000
Administrative & Other Misc.Expenses	12,93,394	14,61,375
Payment to Auditors	27,500	25,000
Total	51,39,388	44,72,505

As per our Report of even date

For Lalit Jham & Co.
Chartered Accountants
FRN 114158W

For HARIYANA METALS LIMITED

Lalit Jham
Partner
M.No. 040501

HARISH AGRAWAL
DIRECTOR
DIN: 291083

DINESH AGRAWAL
DIRECTOR
DIN: 291086

Nagpur dated 24th May 2019

ATTENDANCE SLIP

44th ANNUAL GENERAL MEETING ON 8TH AUGUST, 2019

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

I hereby record my presence at the 44th Annual General Meeting of the Company at Old Motor Stand, Itwari, Nagpur – 440008., on August 8th, 2019, Thursday at 12.00 P.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.

Electronic Voting Event Number (EVEN)	USER I'D	PASSWORD

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration Rules, 2014]

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. /Client Id & DP. Id:	

I/We.....being a member / members holding.....shares of HARIYANA METALS LIMITED hereby appoint:

1	Name:	Address:
	Email ID:	Signature:
2	Name:	Address:
	Email ID:	Signature:
3	Name:	Address:
	Email ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Thursday, August 8, 2019 at **12:00 P.M.** at **Old Motor Stand, Itwari, Nagpur - 440008** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Description.	No. of shares held	FOR	AGAINST
1	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 st March, 2019 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 st March, 2019 and Report of the Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Harish Agrawal who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself			

	for re-appointment.			
3	To appoint a Director in place of Mr. Dinesh Agrawal who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
4	To appoint M/s Lalit Jham & Co., Chartered Accountant as the Statutory Auditors of the Company and fix their remuneration			
5	To Regularize of additional director, Mr. Sameer Kamlakar Deshpande by appointing him as independent director of the company			
6	To Regularize of additional director, Mrs. Shital Misal by appointing him as independent director of the company.			
7	Reclassification of Persons/Entities forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'			

Signed this 13th day of July, 2019

Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....

Notes: 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.

PAPER - MGT -12**BALLOT PAPER/POLLING PAPER**

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID / Client ID* or Registered Folio No :	
No. of equity shares held :	

***Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 44th Annual General Meeting of Company scheduled to be held on Thursday, August 8, 2019 at **12:00 P.M.** at **Old Motor Stand, Itwari, Nagpur - 440008**, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

ResoNo.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Ordinary Businesses				
1.	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 st March, 2019 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 st March, 2019 and Report of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Harish Agrawal who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Mr. Dinesh Agrawal who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			

4.	To appoint M/s Lalit Jham & Co., Chartered Accountant as the Statutory Auditors of the Company and fix their remuneration			
Special Businesses				
5.	To Regularize of additional director, Mr. Sameer Kamlakar Deshpande by appointing him as independent director of the company			
6.	To Regularize of additional director, Mrs. Shital Misal by appointing him as independent director of the company.			
7.	Reclassification of Persons/Entities forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'			

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Signature of Member

ROUTE MAP TO THE VENUE OF THE 44th ANNUAL GENERAL MEETING ON THURSDAY, AUGUST 8, 2019 AT 12.00 P.M.

